

SHANNON S. O'MEARA
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October 30, 2000

Secretary of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75


RE: Shannon S. O'Meara, P.A.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of Shannon S. O'Meara, P.A., to be registered with your office, together with my firm check in the amount of \$78.75 representing the fee for filing this corporation. Upon filing, please return the stamped copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention in this regard.

Very truly yours,


SHANNON S. O'MEARA
Attorney at Law

SSO/neb

Enclosures: Original and (1) Copy of the Articles
Check Number 993 in the Amount of \$78.75
Self-addressed, Stamped Envelope

FILED
00 NOV -3 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch NOV 3 2000

ARTICLES OF INCORPORATION
OF
SHANNON S. O'MEARA, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
Corporate Name

The name of the Corporation shall be: SHANNON S. O'MEARA, P.A.

ARTICLE II
Purpose and Nature of Business

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law and to render such services as may be ancillary to the foregoing. The Corporation may: (A) purchase and own real and personal property necessary, convenient or appropriate for the rendering of its professional services, purposes or powers; (B) invest its funds in real estate, mortgages, stocks, bonds and any other type of investment, all in accordance with the provisions of Florida Statutes Chapter 621; (C) perform any and all other acts and exercise any and all other powers which a Florida professional service corporation, by authority of law, may perform or exercise; and, (D) take any and all actions which shall be deemed necessary, advisable or convenient to accomplish any corporate

purpose, or to obtain any corporate benefit, which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida.

2. To enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation.

3. The services of this Corporation which consist of the practice of law shall be carried out only through its officers, employees and agents who are active members of the Florida Bar in good standing, or by agents and employees who are under such persons(s) direct control and supervision.

4. This Corporation may perform any act necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to perform every other act incidental thereto which is not forbidden by the laws of the State of Florida.

ARTICLE III Capital Stock

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of voting common stock having no par value per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and who is an active member of the Florida Bar in good standing.

ARTICLE IV Initial Registered Agent

The name and street address of the initial registered agent of this Corporation shall be as follows:

Shannon S. O'Meara
Attorney at Law
321 8th Street
West Palm Beach, FL 33401

The Board of Directors may, from time to time, move the registered office to any other location within the State of Florida and may, likewise, change the registered agent.

ARTICLE V

Directors

This Corporation shall be managed by a Board of Directors consisting of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Director(s) shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME

Shannon S. O'Meara

ADDRESS

321 8th Street
West Palm Beach, FL 33401

ARTICLE VI

Subscribers

The name and street address of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed to practice law in the State of Florida and are members in good standing of the Florida Bar, are as follows:

NAME

Shannon S. O'Meara

ADDRESS

321 8th Street
West Palm Beach, FL 33401

ARTICLE VII
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VIII
Restraint on Alienation

No shareholder may sell or transfer her shares in the Corporation except to another individual who is eligible to be a shareholder of this Corporation under the laws of the State of Florida and as provided in Article III above.

ARTICLE IX
Disqualification


If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within the State of Florida or accepts employment that places restrictions or limitations upon her continued rendering of such professional services, then the Corporation shall require her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of October, 2000.

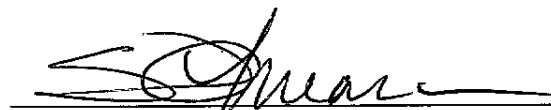


SHANNON S. O'MEARA
Subscriber

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, hereby accepts such designation and agree to comply with the provisions of law relative to the keeping open of said office.

DATED this 30th day of October, 2000, by:



SHANNON S. O'MEARA
Registered Agent