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The Law Offices of
HOWARD L. SCHWARTZ, P.A.
1801 South Federal Highway
Suite 245B
Delray Beach, Florida 33483

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Howard L. Schwartz, Esquire
561-997-000
Carol Cobourn Asbury, Esquire
561-274-6455

Assistant: Susan Landesman
561-241-0000

November 30, 2000

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-12/05/00--01091--018
****105.00 ****105.00

RE: Incorporation of Carol Cobourn Asbury, P.A.

Dear Division of Corporation:

Please find enclosed three (3) original copies of the Articles of Incorporation and Certificate of Designating Registered Agent and Place of Business and Acceptance of Agent Upon whom Process may be served. Also enclosed is a check for \$105.00 (Check number 109) to cover the cost of filing the Articles of Incorporation and certifying two copies of the Articles and Designation of and Acceptance by the Registered Agent and certification of two copies of the Designation and Acceptance. Enclosed is a self-addressed stamped envelope to return the two certified copies of the Articles and Acceptance of the Registered Agent.

Thank you for your cooperation in this matter.

Yours truly,


Carol Cobourn Asbury

4 CC
2 of articles with RA
2 of RA only


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RECEIVED
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CAROL COBOURN ASBURY, P.A.

FILED

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ARTICLE I-NAME

The name of this corporation is CAROL COBOURN ASBURY, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as an attorney.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Carol Cobourn Asbury and the name of the initial registered agent of this corporation at that address is 1801 South Federal Highway, Suite 245B, Delray Beach, FL 33483.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

Carol Cobourn Asbury
1801 South Federal Highway
Suite 245B
Delray Beach, FL 33483

ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these articles is: Carol Cobourn Asbury, 1801 South Federal Highway, Suite 245B, Delray Beach, FL 33483.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of November, 2000.

Carol Cobourn Asbury, P.A.

By [Signature]

Incorporator

STATE OF FLORIDA
COUNTY OF PAIM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CAROL COBOURN ASBURY, President of Carol Cobourn Asbury, P.A., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30th day of November, 2000.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

My commission expires:




CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

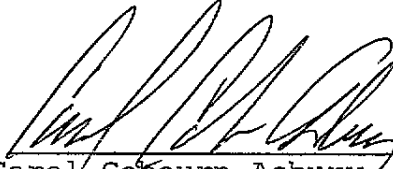
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that CAROL COBOURN ASBURY, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1801 South Federal Highway, Suite 245B Delray Beach, FL 33483 has named Carol Cobourn Asbury, Esq., located at 1801 South Federal Highway, Suite 245B Delray Beach, FL 33483 as its agent to accept service of process within Florida.

Dated: 11/30/00


Carol Cobourn Asbury, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

By 
Carol Cobourn Asbury
Attorney at Law

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TALLAHASSEE, FLORIDA