

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000113093

Scott K. Spivack, P.A.

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DIVISION OF CORPORATION

Signature _____

Requested by: SK
Name _____ Date 12/11/00 Time 9:30

Walk-In _____ Will Pick Up _____

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH DEC 11 2000

ARTICLES OF INCORPORATION

OF

SCOTT K. SPIVACK, P.A.

The undersigned, acting as the incorporators, desiring to form a corporation for profit pursuant to the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be:

SCOTT K. SPIVACK, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is:

1543 Lakeland Hills Boulevard
Lakeland, Florida 33805

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized pursuant to Chapter 621 of the Florida Statutes, as a "professional corporation" for the rendition of legal services. The nature of the business of the corporation shall be to render professional legal services to the public, and, in connection therewith, to perform all acts and provide all services which are normally and customarily performed and provided by lawyers admitted to practice law in the state of Florida. It is also intended that the corporation may own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, may invest in, trade in, deal in and with, products, goods, wares, and merchandise, real and personal property, and services of every kind, class, and description, and, in general, may conduct and transact any and all business activities to the extent not prohibited to a professional legal services corporation by the Florida Professional Service Corporation Act and other laws, rules, and regulations applicable to the corporation and its professional business.

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ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share. No one other than an individual who is duly licensed or legally authorized to render professional legal services in the state of Florida may be a Shareholder of this Corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

Any shareholder who becomes legally disqualified to render professional legal services within the state of Florida, shall sever all employment with and financial interest in the Corporation. No Shareholder of this Corporation may sell or transfer his stock in the Corporation except to another individual who is eligible to be a Shareholder of the corporation, or the Corporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the corporation in the state of Florida is 1543 Lakeland Hills Boulevard, Lakeland, Florida 33805. The name of the initial registered agent of the corporation at such address is SCOTT K. SPIVACK.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time provided by the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors are:

<u>Name</u>	<u>Address</u>
SCOTT K. SPIVACK	1543 Lakeland Hills Boulevard Lakeland, Florida 33805

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator and subscriber of the corporation is:

<u>Name</u>	<u>Address</u>
SCOTT K. SPIVACK	1543 Lakeland Hills Boulevard Lakeland, Florida 33805

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of November, 2000.

[Handwritten Signature]

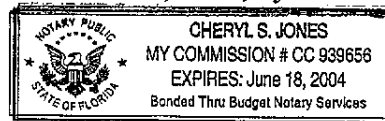
SCOTT K. SPIVACK
("Incorporator")

STATE OF FLORIDA)
COUNTY OF POLK)

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 29th day of November, 2000, by SCOTT K. SPIVACK, who

is personally known to me; or
 who has produced _____ as identification.



Cheryl S. Jones

NOTARY PUBLIC
Cheryl S. Jones

(Print Name)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, SCOTT K. SPIVACK, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

[Handwritten Signature]

SCOTT K. SPIVACK
("Registered Agent")