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RICHARD A. COLEGROVE, JR., ESQUIRE
Florida Supreme Court Certified Family and County Court Mediator
Attorney at Law
101 W. First Street, Suite C
P. O. Box 726
Sanford, Florida 32772-0726
407-324-2200

December 29, 2000

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

Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

RE: Richard A. Colegrove, Jr., Attorney and Counselor at Law

FILED
01 JAN - 3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


To Whom It May Concern:

Enclosed please find a check and the Articles of Incorporation for the above mentioned company. Please have these articles executed accordingly. Thank you in advance, for your cooperation in this matter

Sincerely,


Peggy Kapperer

Assistant for Mr. Colegrove, Jr.



FILED
01 JAN -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

**RICHARD A. COLEGROVE, JR., ATTORNEY AND
COUNSELOR AT LAW, CHARTERED**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporator has associated themselves together, and does hereby certify that they have associated themselves together for the purposes of forming a body incorporated under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 621 (1997) of the Florida Statutes, The Professional Service Corporation and Limited Liability Company Act, for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be:

**RICHARD A. COLEGROVE, JR. ATTORNEY AND COUNSELOR AT LAW,
CHARTERED**

Whose mailing address is: Post Office Box 726, Sanford, Florida 32772-0726, and whose Physical Address address is 101 West First Street, Suite C, Sanford, Florida 32771

ARTICLE II

1. The general nature of the business to be conducted by this corporation shall be the general practice of law, as defined in Chapter 621 (1997) of the Florida Statutes and more further described in the Rules Governing the Florida Bar.

2. To contract debts and borrow money, issue and sell or pledge notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, and other instruments to secure the payment of corporate indebtedness as required.

3. To enter into, make, and perform contracts involving the general practice of law with any person, firm, association, corporation, municipality, body politic, country, territory, state, government, or colony dependency thereof.

4. In the purchase or acquisition of property, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner.

5. To conduct its business or any part or parts thereof in the United States of America, or any of them, in the territories and the District of Columbia, and in any and all dependencies, colonies, or possessions of the United States of America, and in foreign countries or jurisdiction without restriction as to place.

6. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is ONE HUNDRED SHARES OF COMMON STOCK of NO PAR VALUE.

ARTICLE IV

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The first registered agent of this corporation shall be Richard A. Colegrove, Jr. whose address is 101 West First Street, Suite C, Sanford, Florida, 32771.

ARTICLE VI

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Colegrove, Jr.	Post Office Box 726 Sanford, Florida 32772-0726

ARTICLE VIII

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws. The officers who shall serve during the first year of existence of the corporation, or until their successors are elected and have qualified, are as follows:

Richard A. Colegrove, Jr., President, Secretary, Treasurer

ARTICLE IX

The name and post office address of the subscribers to the capital stock of the corporation and the number of shares he agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Richard A. Colegrove, Jr.	Post Office Box 726 Sanford, Florida 32772-0726	100

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

a. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

b. Meetings of the directors and of stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

c. The number of directors of this corporation shall be fixed from time to time by the By-Laws, and may be increased or decreased as shall be provided by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of directors, or by death, resignation, or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

d. The corporation in its By-Laws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

e. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and directors shall be fixed by the By-Laws.

g. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XI

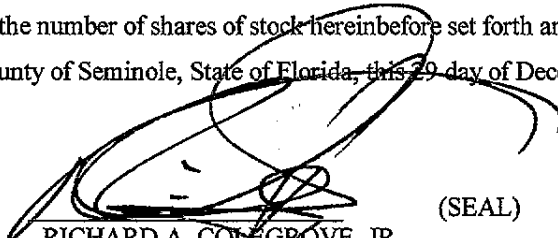
Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted of proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction or this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to the capital stock of RICHARD A. COLEGROVE, JR. ATTORNEY AND COUNSELOR AT LAW, CHARTERED as herein set forth do hereby make and File this Certificate, hereby declaring and certifying that the facts herein stated are true, and I

do hereby agree to take the number of shares of stock hereinbefore set forth and stated and accordingly I have set my hand and seal in the County of Seminole, State of Florida, this 29 day of December, 2000.


(SEAL)
RICHARD A. COLEGROVE, JR.

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared RICHARD A. COLEGROVE, JR. to me well known to be the persons who subscribed to me and signed the above and foregoing Articles of Incorporation and by me being first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 29TH day of December, 2000.

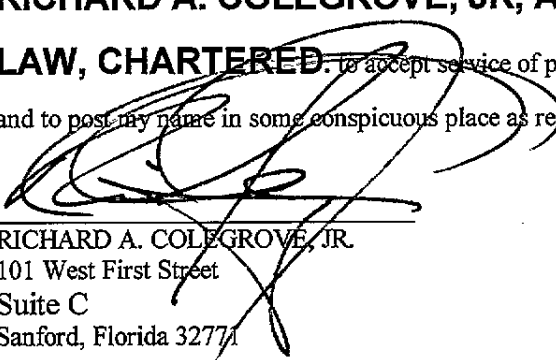

NOTARY PUBLIC
STATE OF FLORIDA

 Margaretta Kapperer
Commission # CC 758871
Expires July 13, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

**RICHARD A. COLEGROVE, JR., ATTORNEY
AND COUNSELOR AT LAW, CHARTERED**

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, ***RICHARD A COLEGROVE, JR.***, agree to accept designation as Registered Agent for
**RICHARD A. COLEGROVE, JR, ATTORNEY AND COUNSELOR AT
LAW, CHARTERED**, to accept service of process, to keep the office open during the prescribed hours
and to post my name in some conspicuous place as required by law.


RICHARD A. COLEGROVE, JR.
101 West First Street
Suite C
Sanford, Florida 32771

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized
under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared Richard
A. Colegrove, Jr., to me well known to be the person who subscribed to me and signed the above and foregoing
Acceptance of Designation as Registered Agent and by me being first duly sworn, acknowledged that he made and
subscribed the above and foregoing Acceptance of Designation as Registered Agent for the uses and purposes
therein expressed and that the facts herein stated are truly set forth.

WITNESS my signature and official seal in the State of Florida, County of Seminole, this 29 day of
December 2000.


NOTARY PUBLIC
STATE OF FLORIDA



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01 JAN -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA