

ROSIN LAW OFFICES, P.A.

Attorneys and Counselors at Law

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January 19, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Re: Incorporation of Scott A. Rosin, P.A.

Dear Division of Corporations:

Enclosed is the original Articles of Incorporation, Certificate of Designation of Registered Agent / Registered Office, an extra copy of same, and a check for \$78.75 for the filing fee.

Please file same and provide a certified copy to Scott A. Rosin, Esq., P.O. Box 26125, Tampa, FL 33623-6125.

Thank you for your attention to this matter.

Sincerely,

Scott A. Rosin

Scott A. Rosin, Esq.

FILED
01 JAN 22 PM 1:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

D. BROWN JAN 24 2001

ARTICLES OF INCORPORATION OF A PROFESSIONAL ASSOCIATION
SCOTT A. ROSIN, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator and subscriber to these Articles Of Incorporation, duly licensed to render professional services as hereinafter set forth under the laws of the State of Florida, hereby execute these Articles of Incorporation for the purpose of forming a Corporation under the Professional Services Corporation Act of the State of Florida, Florida Statue Chapter 621.

ARTICLE I
CORPORATION DATA

A. Name And Address of Corporation:

Scott A. Rosin, P.A.
5835 Memorial Highway, Suite 6, Tampa, Florida 33615

B. Authorized Shares (Number of Shares and Par Value Per Share)

1,000 shares at \$1.00 (one dollar) per share

C. Registered Agent and Registered Office Address:

Scott A. Rosin 5835 Memorial Highway
Suite 6
Tampa, Florida 33615

D. Name and Address of Incorporators, Subscribers, and Initial Stockholders Acting as the Board of Directors:

Scott A. Rosin 5835 Memorial Highway
Suite 6
Tampa, Florida 33615

E. Nature of Business:

Practice of Law and any other lawful activity

ARTICLE II
NAME AND ADDRESS OF CORPORATION

The name and address of this Corporation is set forth in Paragraph A of Article I. Such address may be changed from time to time as the stockholders deem appropriate.

ARTICLE III
AUTHORIZED SHARES OF STOCK

A. The maximum number of authorized shares of stock which this corporation is authorized to issue and have outstanding at any one time, and the par value of each share, is set forth in Paragraph B of Article I.

B. All or any portion of the authorized shares of stock may be issued for cash or other tangible or intangible property, services actually performed, or any other rights or things having a value at least equivalent to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute partial or full payment for the issuance of such shares. All issued shares shall be deemed to be fully paid and non-assessable as though paid in cash.

C. The stockholders shall be the sole judges of the value of any property, right or thing acquired in exchange for shares stock and their judgment of such value shall be conclusive.

D. Notwithstanding the foregoing, the stockholders shall have the right to increase the amount of authorized shares of stock, either with or without nominal or par value, provided that the same be in conformation with the laws of the State of Florida.

ARTICLE IV
DESIGNATION OF REGISTERED AGENT

The name and address of the person designated as the registered agent of this corporation to accept service of process on behalf of this corporation within the state of Florida is set forth in Paragraph C of Article I.

ARTICLE V
INCORPORATOR AND SUBSCRIBER

The name and address of the Incorporator and Subscriber to these Articles of Incorporation are set forth in Paragraph D of Article I.

ARTICLE VI
CORPORATE POWERS

This corporation shall have all of the powers conferred upon Professional Associations pursuant to the Statutes of the State of Florida as amended from time to time.

ARTICLE VII
CORPORATE PURPOSE

The purpose for which this corporation is being organized is to engage in the profession herein provided and for any other activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE VIII
STATED CAPITAL

The stated capital of this corporation shall be the sum of:

A. The par value of all shares of this corporation having a par value that have been issued and not cancelled, and

B. The amount of the consideration received by this corporation for all shares of this corporation without par value that have been issued except such part of the consideration thereof as may have been allocated to capital surplus in a manner permitted by law, and

C. Such amounts not included in Paragraph A and B immediately above that has not been transferred to stated capital of this corporation, whether upon the issue of a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

ARTICLE IX
TERM OF EXISTENCE

The effective date of corporate existence shall be January 22, 2001.

ARTICLE X
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the stockholders by a majority of the stock entitled to vote thereon, provided that all of the stockholders may sign a written statement manifesting their unanimous intention that a certain amendment of these Articles of Incorporation be made without having a meeting for said purpose.

ARTICLE XI
COPIES OF ARTICLES

Multiple executed copies of these Articles Of Incorporation have been published and distributed. All such executed copies shall be deemed to be original copies of these Articles Of Incorporation.

ARTICLE XII
STOCKHOLDERS ACTING IN LIEU OF DIRECTORS

A. The business of this corporation shall be conducted by the stockholders acting as, or in lieu, of directors. Accordingly, all of the stockholders shall be deemed to be directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively by the law of Florida, when such action is required to be performed by directors, shall be taken by the stockholders.

B. Initially, this corporation shall have the number of directors set forth in paragraph D of Article I who shall hold the organizational meeting of this corporation.

C. Any action of the stockholders may be taken without formal meetings if consent, in writing, setting forth the action

taken is signed by all stockholders entitled to vote on the same if a meeting had been held. Said consent shall be filed with the Secretary of the corporation as a part of the corporate records. Such written consent shall have the force and effect of a unanimous vote of the stockholders.

D. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be determined to be necessary or advisable for the needs of the corporation or as set forth in the By-laws of this corporation.

E. The stockholders of this corporation may include in any agreement which they make among themselves, the following matters as valid matters of agreement:

(1) Any limitations of the transferability or assignment of the stock of this corporation held by prospective stockholders.

(2) Limitations upon the pledging, devising, and bequeathing of stock of this corporation.

(3) All other matters permitted by the law of the State of Florida.

F. The stockholders shall have the right to issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights as the stockholders may direct.

G. The stockholders shall have the power to adopt, alter, amend or repeal the By-Laws of this corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this corporation no inconsistent with the laws of these Articles of Incorporation.

H. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is licensed to practice the profession herein provided, and such sale or transfer may be made only after the same is approved at a stockholder's meeting called for such purpose.

I. If any shareholder shall become legally disqualified to practice the profession herein provided for within the State of

Florida or to be elected to Public office or accept employment that places restrictions or limitations upon his continued rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with contractual arrangements between the stockholders and resolutions adopted by the stockholders of this corporation.

EXECUTION

IN WITNESS WHEREOF, the undersigned, the original incorporator and subscriber of this corporation, executes these Articles Of Incorporation on this January 19, 2001.

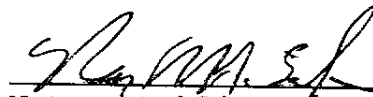


Scott A. Rosin

SWORN TO AND SUBSCRIBED before me this 19th day of January 2001, by SCOTT A. ROSIN, who is personally known to me and has produced Florida Drivers License as identification and did take an oath.



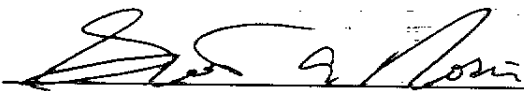
Nancy M. Mink
Commission # CC 938254
Expires June 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public: Nancy M. Mink

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

This January 19, 2001, I HEREBY ACCEPT the designation herein set forth as Registered Agent of this corporation and I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Scott A. Rosin, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA