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PO1000010866
January 29, 2001
via hand delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01/30/01--01022--004
*****78.75 *****78.75

Re: James G. Kotas and Associates, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation and a Registered Agent Designation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 made payable to the Department of State to cover the following fees:

Filing Fee	\$35.00
Registered Agency Designation	35.00
Certified Copy	8.75

If you will contact my office once the certified copy is ready, we will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please contact my office.

Sincerely,



F. Philip Blank

FPB:lm
Enclosures

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JAN 30 AM 9:49
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 1 2001
T. SMITH JAN 30 2001

ARTICLES OF INCORPORATION
OF
JAMES G. KOTAS AND ASSOCIATES, INC.

01 JAN 30 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective upon filing with the Florida Secretary of State.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be JAMES G. KOTAS AND ASSOCIATES, INC.
The principal place of business and mailing address of this Corporation is 204 South Monroe Street, Tallahassee, Florida 32301.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE IV.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.

Incorporators

The name and street address of the Incorporator of this Corporation is as follows:

James Kotas
President
JAMES G. KOTAS AND ASSOCIATES, INC.
204 South Monroe Street
Tallahassee, Florida 32301

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 204 South Monroe Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be James Kotas. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have at least one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of one person. The name and street address of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his successors are elected are as follows:

James Kotas
President
JAMES G. KOTAS AND ASSOCIATES, INC.
204 South Monroe Street
Tallahassee, Florida 32301

**ARTICLE X.
Officers**

The Corporation shall have a President, Secretary and Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The name and address of the initial officer is as follows:

President/Secretary/Treasurer:

James Kotas
President
JAMES G. KOTAS AND ASSOCIATES, INC.
204 South Monroe Street
Tallahassee, Florida 32301

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

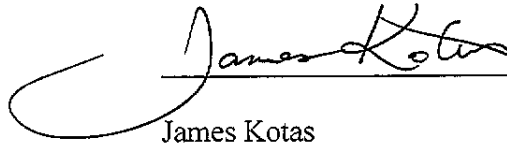
ARTICLE XII.
Financial Information

The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

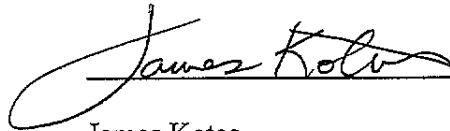
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on January 26, 2001.


James Kotas

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

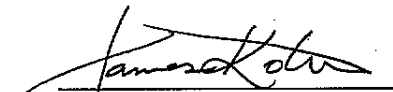
JAMES G. KOTAS AND ASSOCIATES, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 204 South Monroe Street, Tallahassee, Florida 32301, as its initial registered office and has named James Kotas, located at said address, as its initial Registered Agent effective January 26, 2001.


James Kotas

Dated as of January 26, 2001

FILED
01 JAN 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent and to accept service of process for JAMES G. KOTAS AND ASSOCIATES, INC., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective January 26, 2001. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.


James Kotas
Registered Agent
Dated January 26, 2001