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THE LAW OFFICES OF JOHN S. PENTON, JR., P.A.

Monday, February 12, 2001

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

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-02/13/01--01057--019
*****87.50 *****87.50

RE: *The Law Offices of John S. Penton, Jr., P.A.*

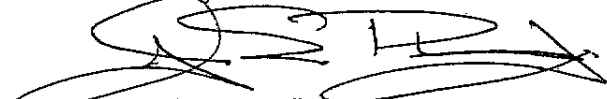
Dear Sir of Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50. Please provide me with a certified copy and certificate of status. This is from and for:

The Law Offices of John S. Penton, Jr., P.A.
7171 North 9 th Avenue - A6
Pensacola, Florida 32504
(850) 477-4529 telephone
(850) 477-6305 facsimile

Thank you for your assistance.

Sincerely Yours,



John S. Penton, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF THE LAW OFFICES OF JOHN S. PENTON, JR., P.A.

In compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes:

ARTICLE I

NAME

The name of the professional association shall be:

THE LAW OFFICES OF JOHN S. PENTON, JR., P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address for the company:

7171 North 9th Avenue - A6
Pensacola, Florida 32504

ARTICLE III

PURPOSE

The corporation is organized for the purpose of organizing and operating a law firm. The duration of the professional association shall be perpetual and its existence shall commence upon filing of these Articles by the Florida Department of State.

ARTICLE IV

SHARES

The association is authorized to issue one hundred (100) shares of common stock with a par value of \$1.00 per share.

ARTICLE V

INITIAL OFFICERS AND DIRECTORS

The professional association shall not have less than one (1) director initially. The number may be increased or diminished from time to time by the bylaws of the professional association but shall never

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

be less than one (1). The initial director shall be John S. Penton, Jr., who shall serve as the President and Secretary of the professional association.

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent is:

John S. Penton, Jr., Esq.
7171 North 9th Avenue - A6
Pensacola, Florida 32504

ARTICLE VII
INCORPORATOR

The name and address of the initial incorporator is:

John S. Penton, Jr.
7171 North 9th Avenue - A6
Pensacola, Florida 32504

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
AMENDMENT

The professional association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 1st day of February, 2001,


JOHN S. PENTON, JR.
Incorporator - The Law Offices of John S. Penton, Jr., P.A.

Having been named as registered agent and to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.



JOHN S. PENTON, JR.

Registered Agent - The Law Offices of John S. Penton, Jr., P.A.