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REFERENCE : 115229 6519A

AUTHORIZATION :

COST LIMIT : \$ 96.25

Patricia Pigute

FILED
2001 APR 13 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 13, 2001

ORDER TIME : 1:25 PM

ORDER NO. : 115229-005

CUSTOMER NO: 6519A

CUSTOMER: Douglas Bowdoin, Esq
Smith Mackinnon Greeley
Bowdoin Edwards Brownlee & Mar
P. O. Box 2254

Orlando, FL 32802-2254

700004008927--

DOMESTIC FILING

NAME: BEUSSE, BROWNLEE & BOWDOIN,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

g 4/13/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 13 PM 2:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

EFFECTIVE DATE

4/12/01

**ARTICLES OF INCORPORATION
OF
BEUSSE, BROWNLEE & BOWDOIN, P.A.**

FILED

2001 APR 13 PM 3:11

The undersigned incorporator makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation, for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this professional service corporation shall be: BEUSSE, BROWNLEE & BOWDOIN, P.A.

ARTICLE II - EXISTENCE

This professional service corporation shall commence as of April 12, 2001.

ARTICLE III - THE BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this professional service corporation or the objects or purposes of the professional service corporation, shall be:

(a) To engage solely and specifically in the business of rendering professional legal services to the general public, that is customarily done by an attorney at law, duly licensed to practice law in the State of Florida.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

(b) All or any portion of the said stock may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the professional service corporation, which in the sole judgement of the Board of Directors has

at least equivalent value to the full value of the stock issued. All shares when issued shall be deemed to be fully paid and non-assessable.

(c) Each shareholder of this professional service corporation must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

(d) No shareholder 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 shares of stock.

ARTICLE V - BOARD OF DIRECTORS

(a) There shall be a Board of Directors for this professional service corporation which shall consist of not less than one. Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the bylaws adopted by the shareholders.

(b) Each said director shall be of full age and shall be duly licensed or otherwise legally authorized to practice law in the State of Florida.

(c) Unless otherwise stated in the bylaws adopted by the shareholders, a quorum for the transaction of business shall be a majority of the directors of the professional service corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors of this professional service corporation, who, subject to these Articles of Incorporation, the bylaws of this professional service corporation and the laws of the State of Florida shall hold office, until the first annual meeting of the shareholders, or until their successors have been duly elected and qualified, or until their resignation, removal from office, or death, are:

James H. Beusse
1923 Lucky Trail
Longwood, FL 32750

Jackson O. Brownlee
909 Wald Road
Orlando, FL 32806

Douglas Bowdoin
7500 State Road 535
Windermere, FL 34786

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Douglas Bowdoin
255 South Orange Avenue, Suite 800
Orlando, FL 32801

ARTICLE VIII - TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this professional service corporation and any other corporation, and no other contract or transaction of this professional service corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any other corporation, or are directors or officers of other corporations. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this professional service corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this professional service corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional service corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE IX - BYLAWS

(a) The power to adopt the bylaws of this professional service corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this professional service corporation; provided, however, that any bylaws or amendments thereto as adopted by the Board of Directors may be altered and amended or repealed by the vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such vote of shareholders may be altered or amended or repealed by the vote of the Board of Directors.

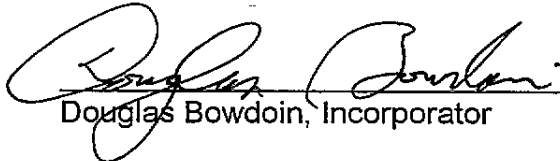
(b) The bylaws of this professional service corporation shall be for the government of the professional service corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the professional service corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

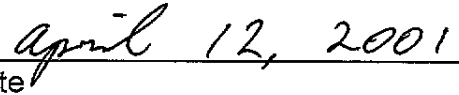
(a) The initial registered office of this professional service corporation will be 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

(b) The initial registered agent of this professional service corporation for the purpose of accepting notice or demand on this professional service corporation shall be Douglas Bowdoin, whose address is 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

IN WITNESS WHEREOF, the incorporator has executed these Articles for the uses and purposes herein stated.



Douglas Bowdoin, Incorporator



Date

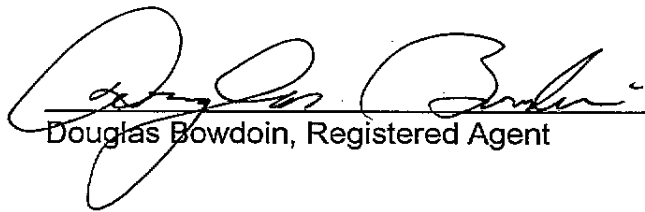
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

Beusse, Brownlee & Bowdoin, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, and State of Florida, has named as Registered Agent, Douglas Bowdoin, and Registered Office at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open such office.


Douglas Bowdoin, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA