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Lawrence A. Lempert
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April 11, 2001

Secretary of State
Capitol Building
Tallahassee, Florida 32304
Attn: Division of Corporations

01 APR 16 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

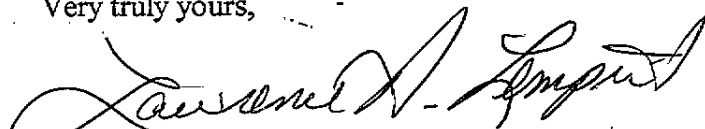
RE: LAWRENCE A. LEMPert P.A.

Gentlemen:

Enclosed please find the original and two copies of the properly executed Articles of Incorporation for the above referenced, along with our check to cover all necessary costs for filing, etc. and certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,



Lawrence A. Lempert
Attorney at Law

LAL/tjw enclosure

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Lawrence Lempert GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article VI - ADD PRINCIPAL ADDRESS
XII - ✓ RA ACCEPTANCE

DATE

DOC. # CH 4/19/01-

FILED

ARTICLES OF INCORPORATION
LAWRENCE A. LEMPert P.A.

01 APR 16 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

The name of the corporation shall be Lawrence A. Lempert P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a) To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged by Florida attorneys.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at \$1.00 per share par value.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or service.
- c) Shares of the corporation's stock and certificates shall be issued only to licensed Florida attorneys at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered officer is 1601 W. Sligh Avenue, Tampa, Florida 33604 and the name of its initial registered agent at said address is Lawrence A. Lempert, Attorney at Law. The principal address is the same as the registered office.

VI

Incorporator

The name and address of the Incorporator is as follows:

Lawrence A. Lempert, Attorney at Law
1601 W. Sligh Avenue
Tampa, Florida 33604

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and address of the initial Directors of this corporation are:

Lawrence A. Lempert, Attorney at Law
1601 W. Sligh Avenue
Tampa, Florida 33604

VIII

Informal Shareholders Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to rendered the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 11th of April 2001.

I hereby accept the duties and responsibilities as registered agent.

Lawrence A. Lempert
Lawrence A. Lempert, Incorporator

Lawrence A. Lempert
Lawrence A. Lempert, Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, LAWRENCE A. LEMPert, Attorney at Law who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at the City of Tampa, County of Hillsborough, State of Florida this 11th day of April 2001.

Sharilyn M. Prescott
NOTARY PUBLIC
SHARILYN M. PRESCOTT
MY COMMISSION # CC 804634
EXPIRES: February 10, 2003
Bonded thru Notary Public Underwriters
PRINTED NAME

01 APR 16 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED