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WILLIAM R. SMITH

ATTORNEYS AND COUNSELORS AT LAW

JAMES LARRY NICHOLS

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November 13, 2001

8191 COLLEGE PARKWAY
SUITE 204
FORT MYERS, FLORIDA 33919

EFFECTIVE DATE

01-01-02

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

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-11/16/01--01039--008
*****78.75 *****78.75

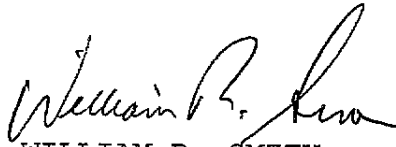
WILLIAM R. SMITH, P.A.

Enclosed are the Articles of Incorporation for the above-referenced corporation. Please:

1. File these articles with the Corporate Division of the Department of State.
2. Please provide a certified copy of the Certificate of Incorporation.

I have enclosed a check for \$78.75 to cover the costs of filing and the certified copy.

If you have any questions, please call.


WILLIAM R. SMITH

WRS/wlm

Enclosures - Articles of Incorporation
Check for \$78.75

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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EFFECTIVE DATE

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

WILLIAM R. SMITH, P.A.

The undersigned incorporator, for the purpose of forming a professional corporation pursuant to Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be William R. Smith, P.A.

ARTICLE II. COMMENCEMENT, EFFECTIVE DATE & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, with an effective date of January 1, 2002, and continuing thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 8191 College Parkway, Suite 204, Fort Myers, Florida 33919.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being organized for the following purposes:

A. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this Corporation.

B. To own property, enter in to contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objects of this corporation.

C. The professional services of this Corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the Bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Sharehold-

ers, but shall never be less than one (1). It will, initially, have one (1) Director, whose name and street address is as follows:

William R. Smith
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

THE UNDERSIGNED has executed these Articles of Incorporation this 14 day of November, 2001. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent

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TALLAHASSEE FLORIDA