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December 14, 2001

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

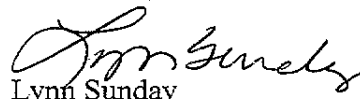
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*****78.75 *****78.75

RE: Articles of Organization of Professional Association:
David A. Spain, P.A.

Dear Sir or Madam:

Enclosed herewith please find an Articles of Organization for the Professional Association of David A. Spain, Esquire. I have included the filing fee of \$78.75 made out to the Department of State and a postage paid envelope for the return of the documents. If you have any further questions please do not hesitate to call.

Very truly yours,


Lynn Sunday
Paralegal

Lds/enclosures

D. WHITE DEC 20 2001

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**ARTICLES OF INCORPORATION
OF
David A. Spain, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be DAVID A. SPAIN, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

To provide legal services and to engage in any lawful act or activity for which the State of Florida permits.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of Ten Dollar (\$10.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1810 Branchwater Trail, Orlando, Florida 32825, and the name of the initial registered agent of this corporation at that address is David Albert Spain, whose address is 1810 Branchwater Trail, Orlando, Florida 32825. Principal address is same as registered.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however,

there shall never be less than (1) one Director. The name and addresses of the initial Board of Directors of the corporation is:

NAME

David A. Spain

ADDRESS

1810 Branchwater Trail
Orlando, Florida 32825

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is David A. Spain, whose address is 1810 Branchwater Trail, Orlando, Florida 32825.

ARTICLE IX- INITIAL OFFICEERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation or until his successor is elected or appointed is:

David A. Spain, President

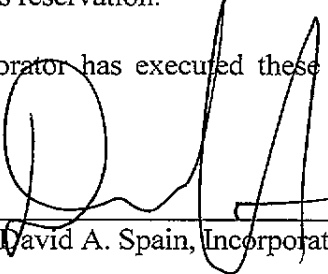
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of December, 2001.



David A. Spain, Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David A. Spain and who acknowledged before me that he executed these Articles of Incorporation for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 17th day of December, 2001.


NOTARY PUBLIC, State of Florida



Personally known _____ or
Type of Identification produced FL D.L.

ACCEPTANCE

I HEREBY CERTIFY that I am a permanent resident of Orange County, Florida, residing at the place indicated above and I hereby accept the foregoing designation as Registered Agent.


DAVID ALBERT SPAIN
Registered Agent

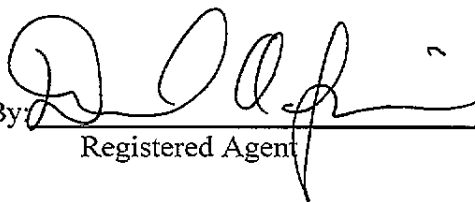
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

First- That David A. Spain, P.A., desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Incorporation at 1810 Branchwater Trail, Orlando, Florida 32825, has named David A. Spade, J.D. located at 1810 Baranwater Trail, Orlando, Florida 32825 as its agent to accept service of process within this State.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at 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 said office.

By  _____
Registered Agent