CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

OF

RAHALL & SCHAFFER, P.A.

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ALLAHASSEE, FINAIR The undersigned persons hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be RAHALL & SCHAFFER, P.A.

Article II

The mailing address of the principal office of the corporation shall be:

120 S. Willow Avenue Tampa, Florida 33606

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be legal services, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be One Thousand (1,000) shares of common stock with a par value of \$.01 per share.

Articles V

The amount of capital with which the corporation will begin business will be no less than Five Hundred Dollars (\$500.00).

Article VI

The entire voting power for the selection of directors and for all other purposes shall be

vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

Article VII

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

Brett R. Rahall 120 S. Willow Avenue Tampa, Florida 33606

James R. Schaffer 120 S. Willow Avenue Tampa, Florida 33606

Article VIII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article IX

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

President/Secretary Brett R. Rahall 120 S. Willow Avenue Tampa, Florida 33606

Vice President/Treasurer James R. Schaffer 120 S. Willow Avenue Tampa, Florida 33606

Article X

The names and addresses of the incorporators and signers of the Articles of Incorporation and the number of shares of common stock which they agree to take is:

Brett R. Rahall

500 Shares

120 S. Willow Avenue Tampa, Florida 33606

James R. Schaffer

500 Shares

120 S. Willow Avenue Tampa, Florida 33606

Article XI

The duration of the corporation is to be perpetual and shall commence on January 1, 2002.

Article XII

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

Timothy R. Taylor, Esq. 609 W. Azeele Street, Suite B Tampa, Florida 33606

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation of RAHALL & SCHAFFER, P.A. on December 18, 2001.

Brett R. Rahall

James R. Schaffer

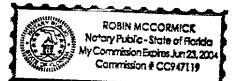
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Brett R. Rahall and James R. Schaffer appeared before me, the undersigned authority, and acknowledged that they executed these Articles of Incorporation for RAHALL & SCHAFFER,

P.A. on December 18, 2001

Notary Public



Certificate Designating Place Of Business or Domicile for the Service of Process Within This State Naming Agent Upon Whom Service May Be Served

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

RAHALL & SCHAFFER, P.A., desiring to organize under the laws of the State of Florida with its principal office at 120 S. Willow Avenue, Tampa, Florida 33606, has named Timothy R. Taylor, Esquire, 609 W. Azeele Street, Suite B, Tampa, Florida 33606, as its agent to accept service of process within this state.

Acknowledgment of Registered Agent and Duties Pursuant to Florida Statute §607.0505

Having been named to accept service of process for **RAHALL & SCHAFFER**, **P.A.** at 609. W. Azeele Street, Suite B, Tampa, Florida 33606, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open my office.

Timothy R. Taylor, Esquire

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SEWRENARY OF STATE