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Admitted To Practice
Florida 1987

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December 26, 2001

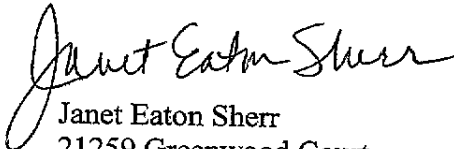
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: JANET EATON SHERR, P.A.

Enclosed, are an original and one (1) copy of the articles of incorporation and a check for: \$78.75 for the filing fee and certified copy.

Sincerely,



Janet Eaton Sherr
21259 Greenwood Court
Boca Raton, Florida 33433
561-883-2954

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JANET EATON SHERR, P.A.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Professional Service Corporation Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is Janet Eaton Sherr, P.A.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business is at 21259 Greenwood Court, Boca Raton, Florida 33433.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of rendering professional legal services.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) per value Common Stock.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual

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meeting of the shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Name

Address

Janet Eaton Sherr

21259 Greenwood Court
Boca Raton, Florida 33433

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial registered office of the Corporation is 21259 Greenwood Court, Boca Raton, Florida 33433, and the name of the initial Registered Agent of the corporation at that address is Janet Eaton Sherr. The address above is also the principal office address.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

Name

Janet Eaton Sherr

Address

21259 Greenwood Court
Boca Raton, Florida 33433

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of December, 2001.

Janet Eaton Sherr
Janet Eaton Sherr, Incorporator

12/26/01
Date

Janet Eaton Sherr
Print Name

Janet Eaton Sherr
Janet Eaton Sherr, Registered Agent

12/26/01
Date

Janet Eaton Sherr
Print Name

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

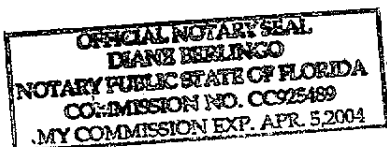
SS:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Janet Eaton Sherr, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 26 day of December, 2001.

My Commission expires: 4/5/04

Notary Public, State of
Florida

Diane Berlingo

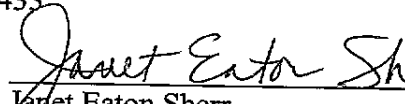


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Janet Eaton Sherr, P.A.
2. The name and address of the registered agent and office is:

Janet Eaton Sherr
21259 Greenwood Court
Boca Raton, Florida 33433


Janet Eaton Sherr
Incorporator/Corporate Officer
Date: December 26, 2001

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFIDCATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: DECEMBER 26, 2001


JANET EATON SHERR