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FLORIDA PROFIT CORPORATION OR P.A.

Berman Norton-Breman, a Professional Association

Certificate of Status	2
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ARTICLES OF INCORPORATION
OF
BERMAN NORTON-BREMAN,
A Professional Association

The undersigned incorporator, for the purpose of forming a professional service corporation under the Professional Service Corporation and Limited Liability Company Act of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Berman Norton-Breman, A Professional Association.

ARTICLE II

The specific purpose for which this professional service corporation is being organized is to provide legal services.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common, with no par value.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Professional Service Corporation and Limited Liability Company Act of Florida and the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Professional Service Corporation and Limited Liability Company Act of Florida and the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

<u>Director</u>	<u>Address</u>
Steven M. Berman	401 S. Florida Ave. Suite 300 Tampa, FL 33602
Catherine M. Norton Breman	401 S. Florida Ave. Suite 300 Tampa, FL 33602

ARTICLE IX

The initial registered agent of the corporation is Catherine M. Norton Breman. The street address of the corporation's initial registered office is 401 S. Florida Ave., Suite 300, Tampa, FL 33602.

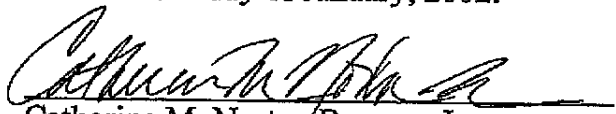
ARTICLE X

The principal place of business and mailing address of this corporation shall be 401 S. Florida Ave., Suite 300, Tampa, FL 33602.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Catherine M. Norton Breman, 401 S. Florida Ave., Suite 300, Tampa, FL 33602.

The undersigned incorporator has executed these Articles of Incorporation this 29th day of January, 2002.


Catherine M. Norton Breman, Incorporator

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CONSENT TO SERVE AS REGISTERED AGENT

FOR

**BERMAN NORTON-BREMAN,
A Professional Association**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated professional service corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 29th day of January, 2002.


Catherine M. Norton Breman, Registered Agent

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