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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member: American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

February 14, 2002

Florida Secretary of State
Division of Corporation Fees
PO Box 6327
Tallahassee, FL 32314


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*****70.00 *****70.00

Ladies and gentlemen:

I am enclosing Articles of Incorporation for James D Washam P.A. along with a check for \$70 payable to the Secretary of State.

In addition I am enclosing a self-addressed envelope for your convenience in notifying me of the registration of this corporation. Thank you for your attention in this matter.

Warmest Regards,


Patricia A. Marando
Certified Public Accountant

Enclosures
Cc: James D Washam

gfg/1

**ARTICLES OF INCORPORATION
OF
James D. Washam P.A.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the corporation is **James D. Washam P.A.** , (hereinafter, "Corporation").

Article 2 - Purpose of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article 3 - Principal Office

The address of the principal office of this corporation is 10098 Dunkirk Rd., Spring Hill, Florida 34608 and the mailing address is the same.

Article 4 - Incorporator

The name and street address of the incorporator of this corporation is

James D. Washam
10098 Dunkirk Rd.
Spring Hill, Florida 34608

Article 5 - Officers

The officers of the Corporation shall be:

President:	James D. Washam
Vice President:	James D. Washam
Secretary:	James D. Washam
Treasurer:	James D. Washam

whose address shall be the same as the principal office of the Corporation.

Article 6 - Directors

The director(s) of the Corporation shall be:

James D. Washam

whose address shall be the same as the principal office of the Corporation.

Article 7 - Corporate Capitalization

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500) shares** of common stock each having a par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of the common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of the shares of stock of any class shall have preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 8 - Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

Article 9 - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 10 - Term of Existence

This Corporation shall have perpetual existence.

Article 11 - Registered Owner(s)

The Corporation, to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in such share or right on the apart of any other person, whether or not the Corporation shall have notice thereof.

Article 12 - Registered Office and Registered Agent

The initial address of the registered office of this Corporation is 10098 Dunkirk Rd., Spring Hill, Florida 34608. The name and address of the registered agent of this Corporation is James D. Washam, 10098 Dunkirk Rd., Spring Hill, Fl. 34608

Article 13 - Bylaws

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repel the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment

or repeal of the Bylaws.

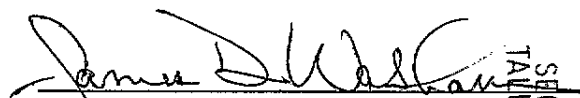
Article 14 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 1 - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject of this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1/1/02.
Date


James D. Washam, Incorporator

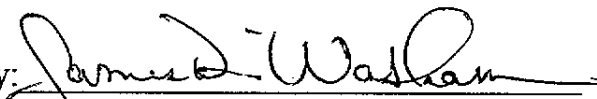
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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

James D. Washam, having a office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of the Registered Agent under the applicable provisions of Florida Statutes.

By: 
James D. Washam