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BURTON L. RAIMI
ATTORNEY AT LAW
1800 SECOND STREET, SUITE 753
SARASOTA, FLORIDA 342386
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August 1, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/02/02-01058--003
*****78.75 *****78.75

SUBJECT: Law Offices of Burton L. Raimi, P.A.
(PROPOSED CORPORATE NAME)

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the articles of incorporation for the above named to be formed corporation and a check for: \$78.75 to cover the Filing Fee, Registered Agent Fee and Certified Copy Fee.

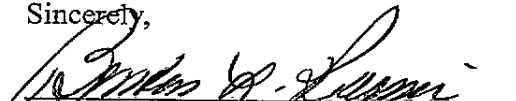
This filing is From:

Burton L. Raimi
1800 Second Street, Suite 753
Sarasota, Florida 34236
Tel: 941-957-0733
Fax: 941-957-0449

FILED
2002 AUG 13 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

If you require any additional information or have any questions, please do not hesitate to call me at the above number.

Sincerely,


Burton L. Raimi, attorney-at-law

509
W02-22454

✓
8/14/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 5, 2002

BURTON L. RAIMI
1800 SECOND STREET
SUITE 753
SARASOTA, FL 34236

SUBJECT: THE LAW OFFICE OF BURTON L. RAIMI, P.A.
Ref. Number: W02000022454

We have received your document for THE LAW OFFICE OF BURTON L. RAIMI, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 002A00046662

ARTICLES OF INCORPORATION

OF

LAW OFFICES OF BURTON L. RAIMI, P.A.

A FLORIDA PROFESSIONAL SERVICE CORPORATION

FILED

2002 AUG 13 AM 11:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under Chapters 607 and 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be The Law Offices of Burton L. Raimi, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the corporation are 1800 Second Street, Suite 753, Sarasota, Florida 34236.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation with the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

This corporation is formed to engage in every phase and aspect of the practice of law and for rendering the same professional service to the public that any duly licensed attorney under the laws of the State of Florida is authorized to render. This corporation may also engage in the transaction of any and all other business activities permitted under the laws of Florida and the United States Of America.

ARTICLE V. POWERS

The powers of the corporation are to:

Have all of the powers stated in the Florida Statutes applicable to corporations, except to the extent that any of the provisions of the Professional Service Corporation Act are or are interpreted to be in conflict with said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.

Request changes in the Articles Of Incorporation at any time pursuant to law and the By-Laws.

Articles Of Incorporation Of The Law Offices of Burton L. Raimi, P.A.

Change the principal office of the corporation, provided however, that any new principal office shall be located in the state of Florida, and establish, from time to time, other locations, within or outside the State of Florida for corporate operations pursuant to the By-Laws, and without the necessity of amending the Certificate Of Incorporation.

Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property.

Purchase and acquire, in accordance with law and the By-Laws, any or all of its shares owned and held by any person or entity who desires to sell, transfer, or otherwise dispose of the said shares.

ARTICLE VI. CONFLICT OF INTEREST

Provided due notice is given to this corporation and the Board or Directors approves:

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.

Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE VII. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of Class A common stock, par value \$.001 per share, 10,000 shares of Class B common stock, par value \$.001 per share and 1,000 shares of preferred stock, par value of \$.001 per share. The Class A and Class B common stock shall share equally in dividends and other distributions, but only the Class A common stock shall have voting rights. There shall be no cumulative voting. The preferred stock shall have no voting rights except as to matters affecting the rights and preferences of the preferred stock, including the right to vote on any merger or consolidation of the corporation or acquisition of or by the corporation of all or substantially all of the assets of the corporation or another corporation, in which events, the preferred stock shall vote as a class. The preferred stock shall have such terms and preferences as are determined by the board of directors at the time of issuance.

ARTICLE VIII. TRANSFER RESTRICTIONS

None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice law either in Florida or in such other state as the corporation maintains an office

The By-Laws of this corporation may impose regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by

any of its shareholders, or in the event of the death of any of its shareholders, including restrictions on the manner, form, terms, and conditions of such transfer; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation And By-Laws And By Agreements Between and Among Its Shareholders, Copies Of Which Are On File At This Corporation's Principal Office."

No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved in the manner provided in the By-Laws for the sale of newly issued shares of the corporation.

If any shareholder becomes legally disqualified to practice law in the State of Florida or any other state, is elected to a public office, or accepts employment that places restrictions or limitations on the ability of the shareholder to, or which makes it inconsistent for the shareholder to continuously render professional legal services on behalf of this corporation, that shareholder's shares of stock in the corporation shall immediately become subject to purchase by the corporation in accordance with the terms set forth in the By-Laws.

ARTICLE IX. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws.

The name and address of each individual who shall serve as a member of the Initial Board of Directors is:

Burton L. Raimi
1800 Second Street, Suite 753
Sarasota, Florida 34236

In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitations contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have power to make, alter, amend or repeal from time to time the By-Laws of the Corporation.

ARTICLE X. INDEMNIFICATION

This corporation may indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law, but shall not indemnify such person for losses caused by such person's gross negligence or for any conduct determined by a court of competent jurisdiction to have constituted criminal activity.

ARTICLE XI. REGISTERED OFFICE & AGENT

The address of the initial registered office of this corporation is: 1800 Second Street, Suite 753, Sarasota, Florida 34236.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Burton L. Raimi

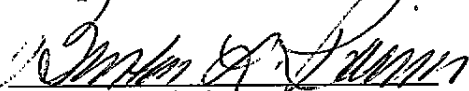
ARTICLE XII. INCORPORATOR

The names and addresses of the individual who shall serve as this corporation's incorporator is: Burton L. Raimi, 1800 Second Street, Suite 753, Sarasota, Florida 34236.

ARTICLE XIII. AMENDMENT

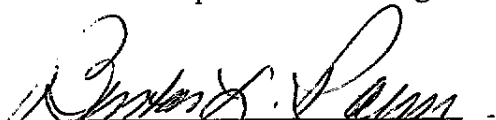
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation the date indicated opposite their names.


Burton L. Raimi - Incorporator

August 1, 2002

I hereby accept my designation as resident agent and agree to serve as the resident agent of The Law Offices of Burton L. Raimi, P.A. I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for The Law Offices of Burton L. Raimi, P.A.


Burton L. Raimi - Registered Agent

Articles Of Incorporation Of The Law Offices of Burton L. Raimi, P.A.

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CLERK OF THE
TALLAHASSEE
FLORIDA