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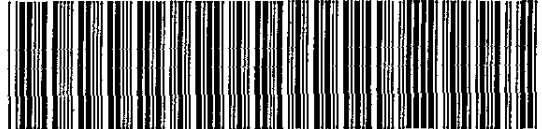
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 20 PM 3:57

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3-25-03

STEPHEN M. BLACKBURN
Attorney at Law

412 Northeast 4th Street
Fort Lauderdale, Florida 33301

Telephone: (954) 463-5266, Ext.17
Facsimile: (954) 463-2020

March 19, 2003

*Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399*


RE: JAMES R. WELCH, P.A.

Dear Secretary:

Please find enclosed herewith the duly executed Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$ 78.75 to cover the following fees:

<i>Filing Fee</i>	\$ 70.00
<i>Certified Copy</i>	8.75

Please file the Articles ASAP and return the certified copy to my office. Thank you.

Very truly yours,

STEPHEN M. BLACKBURN
Attorney at Law

SMB/sg

ARTICLES OF INCORPORATION

OF

JAMES R. WELCH, P.A.

a Professional Service Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Professional Service Corporation under the Florida Professional Service Corporation and Limited Liability Company Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this Professional Service Corporation shall be:

JAMES R. WELCH, P.A.

ARTICLE II. TERM OF EXISTENCE.

This Professional Service Corporation shall have a perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The nature of the business or purpose to be transacted by this Professional Service Corporation is:

To act as principal, agent, broker or salesman, and on commission or otherwise, to buy, hold, mortgage, sell, exchange, lease, let, grant, take licenses in respect of, act as intermediary of, improve, develop, repair, manage, maintain, and operate, real and personal property of every kind.

To act as a real estate brokerage, and generally do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

To engage in every aspect of practice in the field of a real estate brokerage, and all related areas of specialization by licensed real estate brokers.

To engage in and render the professional services involved only through its officers, agents, and employees who shall be duly licensed and legally authorized within the State of Florida to render the same professional services of this corporation.

To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Professional Service Corporation and Limited Liability Company Act, and is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Professional Service Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred shares (7,500) of common stock having a par value of \$1.00 per share.

ARTICLE V. REGISTERED AGENT, INITIAL REGISTERED OFFICE, INITIAL PRINCIPAL OFFICE, AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Office is Stephen M. Blackburn, Attorney at Law, 412 Northeast 4th Street, Ft. Lauderdale, Florida 33301. The Principal Office, including mailing address of this Corporation in the State of Florida shall be 2414 Northeast 13th Court, Ft. Lauderdale, Florida 33305. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This Professional Service Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this Professional Service Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES R. WELCH	2414 Northeast 13th Court Ft. Lauderdale, Florida 33305

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN M. BLACKBURN Attorney at Law	412 Northeast 4th Street Fort Lauderdale, Florida 33301

ARTICLE VIII. VOTING RIGHTS.

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Professional Service Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. BYLAWS.

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Professional Service Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII. COMPENSATION OF DIRECTORS.

The shareholders of this Professional Service Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XIII. INDEMNIFICATION.

This Professional Service Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENT.

This Professional Service Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on the 19th day of March, 2003.



STEPHEN M. BLACKBURN
Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

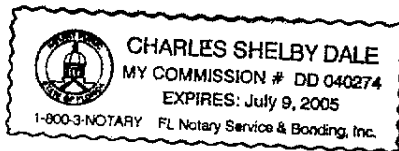
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **STEPHEN M. BLACKBURN**, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did not take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of March, 2003.

(SEAL)
Commission #:



Notary Public-State of Florida At Large
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

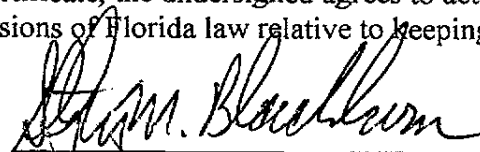
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

In compliance with Sections 48.091 and 607.00, Florida Statutes, the following is submitted:

That **JAMES R. WELCH, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named **STEPHEN M. BLACKBURN**, 412 Northeast 4th Street, Fort Lauderdale, Florida 33301, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


STEPHEN M. BLACKBURN