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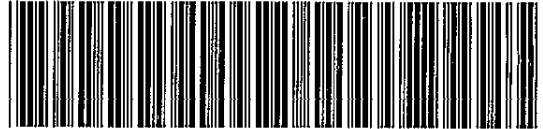
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CAPITAL CONNECTION, INC.

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TALLAHASSEE FLORIDA

Carlos E. Payas, P.A.

- Art of Inc. File _____
- LTD Partnership File _____
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- L.C. File _____
- Fictitious Name File _____
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CARLOS E. PAYAS, P.A.

The undersigned subscriber to these Articles of Incorporation desiring to form a corporation for profit pursuant to the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: **CARLOS E. PAYAS, P.A.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized pursuant to Chapter 621 of the Florida Statutes, as a "Professional Corporation" for the rendition of legal services. The nature of the business of the corporation shall be to render professional legal services to the public, and, in connection therewith, to perform all acts and provide all services which are normally and customarily performed and provided by licensed attorneys-at-law in the State of Florida. It is also intended that the corporation may own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, may invest in, trade in, deal in and with, products, goods, wares, and merchandise, real and personal property, and services of every kind, class, and description, and, in general, may conduct and transact any and all business activities to the extent not prohibited to a professional legal services corporation by the Florida Professional Service Corporation Act and other laws, rules, and regulations applicable to the corporation and its professional business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated as Common Shares with a part value of one (\$1.00) dollar per share. No one other than an individual who is duly licensed or legally authorized to practice law in the State of Florida may be a shareholder

of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

Any shareholder who becomes legally disqualified to practice law within the State of Florida, shall sever all employment with and financial interest in the corporation. No shareholder of this corporation may sell or transfer his/her stock in the corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

1018 E. Robinson St., Orlando, Florida 32801.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be: Carlos E. Payas, at the registered address of 1018 E. Robinson St., Orlando, Florida 32801.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and qualified, is:

Carlos E. Payas, of 1018 E. Robinson St., Orlando, Florida 32801.

ARTICLE VIII - INCORPORATORS

The name and residence address of the subscriber of these Articles of Incorporation is the same as in Article VII above.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

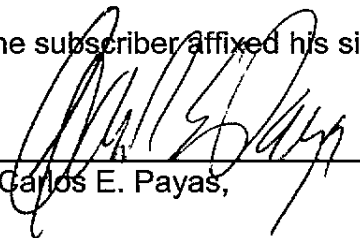
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Professional Service Corporation Act.

IN WITNESS WHEREOF, the subscriber affixed his signature this 28th day of April, 2003.

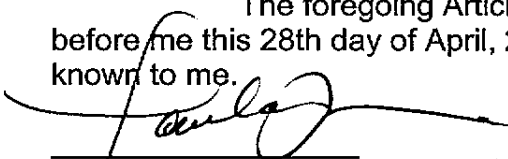


Carlos E. Payas,

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 28th day of April, 2003, by Carlos E. Payas, who is personally known to me.



Paula V. Norris

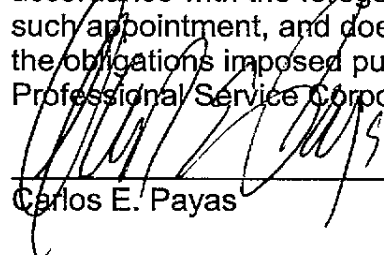
Notary Public
My Commission expires
November 15, 2003



Paula V. Norris
Commission # CC 876954
Expires Nov. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Carlos E. Payas, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.



Carlos E. Payas