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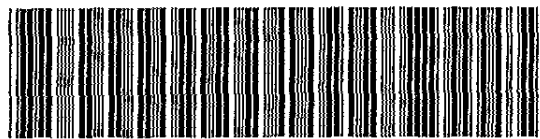
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SEC. OF STATE
TALLAHASSEE, FLORIDA

WRITER'S TELEPHONE
(941) 953-4140

FACSIMILE
(941) 953-3020

MERRITT & MERRITT

**ATTORNEYS AT LAW
1800 SECOND STREET
SUITE 852
SARASOTA, FLORIDA 34236**

RANDY L. MERRITT
JACK W. MERRITT*

*ALSO ADMITTED IN
MARYLAND

December 9, 2003

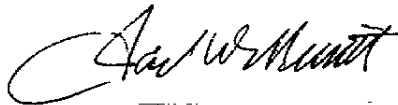
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Subject: Merritt & Merritt, Attorneys at Law, P.A.

Enclosed are one original and one copy of the Articles of Incorporation and a check for \$78.75 for the Filing Fee and a Certificate of Status.

Should you have any questions, please contact me at (941) 953-4140.

Regards,

A handwritten signature in black ink, appearing to read "Jack W. Merritt", written over a horizontal line.

Jack W. Merritt

Enclosures

**ARTICLES OF INCORPORATION
OF
MERRITT & MERRITT, ATTORNEYS AT LAW, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the, purpose of becoming a professional corporation for profit under the provisions of Chapter 621 of the laws of the State of Florida, and pursuant to the following articles of incorporation:

ARTICLE I.

The name of this corporation shall be MERRITT & MERRITT, ATTORNEYS AT LAW, P. A. The physical business address, the mailing address as well as the principal office of the corporation shall be 1800 Second Street, Suite 852, Sarasota, FL 34236.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the general practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are active members of The Florida Bar in good standing. This corporation shall not engage in any business other than the practice of law. However, this corporation may invest its funds earned directly from the practice of law in real estate, mortgages, stocks, bonds and any other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. It is expressly stated that the corporation may not perform any service that violates Florida Statutes, including specifically but not excluding, Florida Statutes Chapters 607 and 621.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock with a par value of \$0.001 (one cent) per share. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to any of the stock of the corporation,

and the corporation may issue and sell its stock from time to time without offering such shares to the stockholders then holding shares of stock. Shares of the corporation's stock and certificates therefore shall be issued only to active members of The Florida Bar in good standing and shall be fully paid and non-assessable.

ARTICLE IV.

The street address of the initial registered office of this corporation is 1800 Second Street, Suite 852, Sarasota, Florida, 34236, and the name of the initial registered agent of this corporation at that address is RANDY L. MERRITT.

ARTICLE V.

The corporation shall have perpetual existence unless otherwise dissolved by a vote of the shareholders as hereafter provided.

ARTICLE VI.

The business of this corporation shall be conducted by a board of directors, that will consist of one or more shareholders, the exact number of said board of directors is to be fixed from time to time by the bylaws of this corporation. The number of the directors of this corporation shall be not less than one and no more than three.

ARTICLE VII.

The name and address of the two (2) members of the first Board of Directors and their respective offices who, subject to the provisions of the by-laws and these articles of incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

| NAME | TITLE | ADDRESS |
|------------------|-------------------------|--|
| Randy L. Merritt | President, Treasurer | 1800 Second Street, Suite 852, Sarasota, Florida, 34236 |

| | | |
|-----------------|------------------------------|--|
| Jack W. Merritt | Vice President, Secretary | 1800 Second Street, Suite 852, Sarasota, Florida, 34236 |
|-----------------|------------------------------|--|

ARTICLE VIII.

The names and addresses of each subscriber to these articles of incorporation are as follows:

| NAME | TITLE | ADDRESS |
|------------------|------------------------------|--|
| Randy L. Merritt | President, Treasurer | 1800 Second Street, Suite 852, Sarasota, Florida, 34236 |
| Jack W. Merritt | Vice President, Secretary | 1800 Second Street, Suite 852, Sarasota, Florida, 34236 |

ARTICLE IX.

The directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 90 days following the issuance of the Certificate of Incorporation. Following the adoption of said bylaws by the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner prescribed by law or as may be specified in the bylaws, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI.

These Articles of Incorporation will become effective December 7, 2003.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set his hands and seals this 8th day December 2003, for the purpose of forming this corporation under the laws of the State of Florida and we hereby make subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

Randy L. Merritt
Randy L. Merritt

(Seal)

Jack W. Merritt
Jack W. Merritt

(Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of December 2003, by Randy L. Merritt who is personally known to me.

My commission expires:

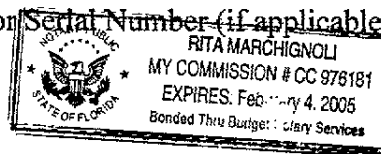
Rita Marchignoli

Notary Public

Printed Name of Notary

Rita Marchignoli

Commission, Seal or Serial Number (if applicable):



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of December 2003, by Jack W. Merritt who is personally known to me.

My commission expires:

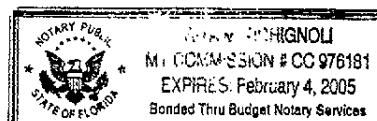
Rita Marchignoli

Notary Public

Printed Name of Notary

Rita Marchignoli

Commission, Seal or Serial Number (if applicable):



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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 PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, Section 48.091, the following is submitted, in compliance therewith:

That, MERRITT & MERRITT, ATTORNEYS AT LAW, 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 Sarasota, Florida, County of Sarasota, State of Florida, has named:

RANDY L. MERRITT

located at 1800 Second Street, Suite 852, Sarasota, FL 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

MERRITT & MERRITT,
ATTORNEYS AT LAW, P.A.

By:


Randy L. Merritt, President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

By:


Randy L. Merritt