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FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
04 OCT 29 AM 9:13

Em 11/3

October 26, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

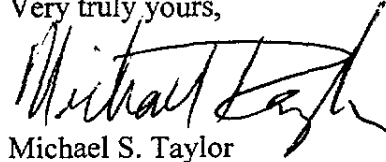
RE: Articles of Incorporation
The Law Office of Michael S. Taylor, P.A.

Dear Department of State:

Enclosed for filing, please find the Articles of Incorporation for The Law Office of Michael S. Taylor, P.A. I have also enclosed my check no. 2712 in the sum of \$78.75 to defray the fees for this filing.

An extra copy of the Articles are enclosed along with a self addressed, prepaid return envelope. Please date stamp this copy of the Articles and return the same to me once the original is filed. Thank you for your assistance, and, I am

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael Taylor", with a stylized flourish at the end.

Michael S. Taylor

ARTICLES OF INCORPORATION

OF

Law Office of Michael S. Taylor, P.A.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

Law Office of Michael S. Taylor, P.A.

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STATE OF FLORIDA
DEPARTMENT OF REVENUE
TAX COLLECTION DIVISION

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact the practice of law for which a corporation, professional association, may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTERED AGENT AND OFFICE PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be Michael S. Taylor, and the initial registered office shall be at 5035 E. Busch Blvd., Suite 5, Tampa, Florida 33617. The principal office and mailing address of the Corporation is.

The Law Office of Michael S. Taylor

5035 E. Busch Blvd., Suite 5
Tampa, Florida 33617

6. BOARD OF DIRECTORS

The initial Board of Directors shall have members whose name and address is as follows:

Michael S. Taylor, Esquire
5035 E. Busch Blvd., Suite 5
Tampa, Florida 33617

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

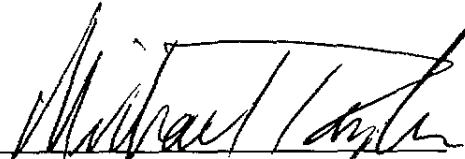
The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 5035 E. Busch Blvd., Suite 5, Tampa, Florida 33617

8. SHAREHOLDER' PREEMPTIVE RIGHTS

Only attorneys that are licensed to practice law in the State of Florida may become shareholders in this Professional Association. Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares of from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 25 day of October 25, 2004.


MICHAEL S. TAYLOR, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this ____ day of March 2004, by Michael S. Taylor, who is personally known to me **OR** has produced a Florida driver's license as identification.



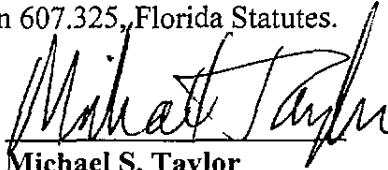
Frank Forti
Commission #DD35
Expires: SEP 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Frank Forti

Notary Public - State of Florida at Large
My commission Expires:

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process at, The Law Office of Michael S. Taylor, P.A., 5035 E. Busch Blvd., Suite 5, Tampa, Florida 33617, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.



Michael S. Taylor
Registered Agent

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STATE OF FLORIDA
DEPARTMENT OF
REVENUE