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01/04/05--01026--004 **78.75

DB 1/5

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Barkett & Garavaglia

CHARTERED
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PLEASE REPLY TO:
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772-231-4343
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December 31, 2004

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Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

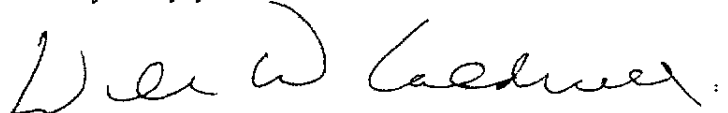
RE: William W. Caldwell, P.A.

Dear Sir or Madam:

With regard to the above, enclosed are Articles of Incorporation and check in the amount of \$78.75, which represents the filing fees, registered agent fee and certified copy fee.

Upon receipt and incorporation, please return to William W. Caldwell, Esq., 756 Beachland Boulevard, Vero Beach, FL 32964-3686. Thank you.

Very truly yours,



WILLIAM W. CALDWELL
For the Firm

/tab
Enclosures

ARTICLES OF INCORPORATION
OF

WILLIAM W. CALDWELL, P.A.

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ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is William W. Caldwell, P.A. The principal place of business of the Corporation is 756 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is 756 Beachland Boulevard, Vero Beach, Florida 32963. the name of the registered agent at such address is William W. Caldwell.

ARTICLE III - CORPORATE PURPOSES, POWERS, AND RIGHTS

3.1 The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of law and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

3.2 — In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV - CAPITAL STOCK

4.1 — The total number of shares of capital stock the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE V - INCORPORATOR

5.1 The name and mailing address of the incorporator of this Corporation is as follows:

| Name | Address |
|---------------------|--|
| William W. Caldwell | Post Office Box 643686 Vero Beach, Florida 32964-3686 |

5.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

6.2 The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated: December 28 2004



WILLIAM W. CALDWELL
(SEAL)

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

In compliance with the Florida Business Corporation act and the Professional Service Corporation and Limited Liability Company Act, the following is submitted:

William W. Caldwell, P.A., with its principal place of business at 756 Beachland Boulevard, Vero Beach, Florida 32963, has named William W. Caldwell, located at 756 Beachland Boulevard, Vero Beach, Florida 32963, as its agent to accept service of process within Florida.

Having been named to accept service of process for William W. Caldwell, P.A. at the place designated in this certificate, I hereby agree to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and the undersigned accepts the duties and obligations of a Registered Agent under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

Dated: December 28, 2004



WILLIAM W. CALDWELL

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