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PIPER, LUDIN, HOWIE & WERNER, P.A.

ATTORNEYS AT LAW

5720 CENTRAL AVENUE • ST. PETERSBURG • FLORIDA • 33707

BRUCE G. HOWIE*
ERIC E. LUDIN
JULIAN M. PIPER
SIDNEY WERNER

December 7, 2005

Tel: (727) 344 - 1111
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Web site:
<http://www.piperludin.com>

* Board Certified Criminal Trial Lawyer

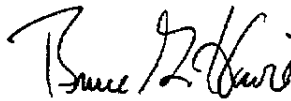
Florida Department of State
Division of Corporations
New Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bruce G. Howie, P.A.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity. Also enclosed is my check in the amount of \$78.75 for the filing fee, registered agent designation fee, and certified copy of the Articles. Please file the Articles and return a certified copy to me at the above address at your earliest convenience. Thank you for your time and attention to this matter.

Sincerely,



Bruce G. Howie

BGH/Encl.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRUCE G. HOWIE, P.A.**

The undersigned, who is duly licensed to practice, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

I. NAME

The name of the professional corporation shall be:

BRUCE G. HOWIE, P.A.

II. PURPOSE

The general nature and purpose of the business to be transacted, promoted, and carried on by the corporation is as follows:

(a) To engage in and carry on all branches of the practice of law and all its fields of specialization within the State of Florida, as are engaged in by lawyers licensed to practice law in the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(b) To engage in and render the professional services involved only through its officers, agents, and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to tender the same professional services as this corporation.

(c) To engage in no business other than the rendition of the professional services specified herein.

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COURT
TALLAHASSEE, FLORIDA

(d) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(e) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(f) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(g) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(h) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

(i) To invest the funds of the Corporation in real properties, mortgages, stocks, bonds, or other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all

the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(j) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(k) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(l) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation Act as presently enacted and as may be amended or superseded by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office is 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762. The initial registered agent at the registered office is BRUCE G. HOWIE.

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762.

VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter in any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the professional rules of law.

VII. INCORPORATIONS

The name and address of the each incorporator is:

<u>Name</u>	<u>Address</u>
Bruce G. Howie	2610 Second Street North St. Petersburg, FL 33704

VIII. DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by a resolution of the majority of shareholders, but shall never be less than one. The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Bruce G. Howie	2610 Second Street North St. Petersburg, FL 33704

IX. SHARE STRUCTURE

A. The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares. Par value is one dollar (\$1.00).

B. Shares of the corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

C. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

X. INFORMAL SHAREHOLDER ACTION

Any action by the shareholders may be taken without a meeting if consent, in writing, setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

XI. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent, in writing, to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Service Corporation Act.

XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIV. BY-LAW AMENDMENT

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of the State of Florida governing professional service corporations.

XV. PRE-EMPTIVE RIGHTS

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


XVI. DEATH OF A SHAREHOLDER

Upon the death of a shareholder, the deceased shareholder's stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the By-Laws of this corporation, or by written agreement between the corporation and its shareholders, or by written agreement among the shareholders, in a manner consistent with the law and these articles.

XVII. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts his employment that places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase the shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such share shall not be entitled to dividends.

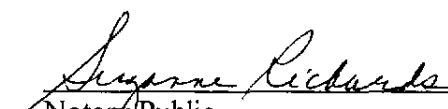
IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on December 7, 2005.

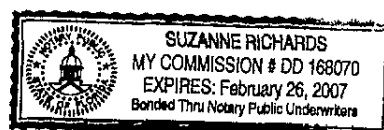

BRUCE G. HOWIE, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

On December 7th, 2005, before me the undersigned officer, personally appeared BRUCE G. HOWIE, known to me to be the person whose name is subscribed to this document, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

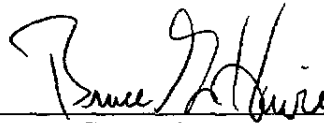

Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept process for the above-stated corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

REGISTERED AGENT:

A handwritten signature in dark ink, appearing to read "Bruce G. Howie", is written over a horizontal line.

Bruce G. Howie
Florida Bar No. 263230

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TALLAHASSEE, FLORIDA