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9532 BROKEN OAK BOULEVARD

JACKSONVILLE, FLORIDA 32257

(904) 886-0544

January 4, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: E. WARREN PARKER, JR., P.A.

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****122.50 ****122.50

Gentlemen:

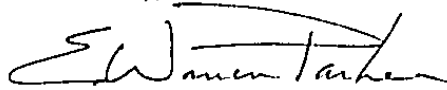
Enclosed you will find Articles of Incorporation in duplicate for filing. Also enclosed is my check to cover the following:

Filing fee	\$ 35.00
Certified copy, Articles	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 122.50

Please return the certified copy of the Articles to me at the above address.

Thank you for your prompt attention to this matter.

Sincerely,



E. Warren Parker, Jr.

Enclosures

95 JAN -9 PM 8:33

FLORIDA
DIVISION OF STATE
CORPORATIONS

KAN 1-11

**ARTICLES OF INCORPORATION
OF
E. WARREN PARKER, JR., P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -9 AM 8:33

The undersigned incorporator, for the purpose of forming a professional service corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the professional service corporation shall be E. WARREN PARKER, JR., P.A.

ARTICLE II

The professional service corporation shall have the power to engage in the practice of law and any other lawful activity for which professional service corporations may be organized under the Professional Service Corporation and Limited Liability Company Act.

ARTICLE III

The aggregate number of shares that the professional service corporation shall have authority to issue and to have outstanding at any on time is 7500 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the professional service corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The professional service corporation elects to have preemptive rights.

ARTICLE VI

The professional service corporation shall indemnify to the fullest extent permitted by the Professional Service Corporation and Limited Liability Company Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the professional service corporation), by reason of the fact that the person is or was a director or officer of the professional service corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the professional service corporation, or serves or served at the request of the professional service corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the professional service corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this professional service corporation.

ARTICLE VIII

The bylaws of the professional service corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the professional service corporation shall be fixed by the bylaws of the professional service corporation. The initial board of directors shall consist of 1 director whose name and address is as follows:

NAME

E. Warren Parker, Jr.

ADDRESS

9532 Broken Oak Blvd.
Jacksonville, Florida 32257

ARTICLE X

The initial registered agent of the professional service corporation is E. Warren Parker, Jr. The street address of the professional service corporation's initial registered office is 9532 Broken Oak Boulevard, Jacksonville, Florida 32257.

ARTICLE XI

The principal place of business and mailing address of this professional service corporation shall be:

9532 Broken Oak Boulevard
Jacksonville, Florida 32257.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

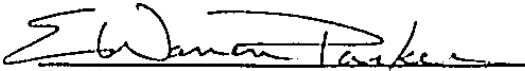
NAME

E. Warren Parker, Jr.

ADDRESS

9532 Broken Oak Blvd.
Jacksonville, Florida 32257

The undersigned incorporator has executed these Articles of Incorporation this 4/14 day of January, 1995.

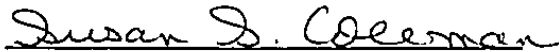


E. Warren Parker, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Subscribed and sworn to before me on this 4/14 day of January, 1995 by E.

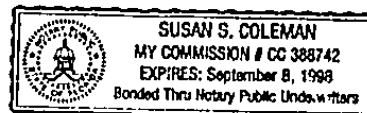
Warren Parker, Jr. He is personally known to me.



Signature of Notary)

Susan S. Coleman

(Name of Notary)



NOTARY PUBLIC

Commission Number: CC 388742

Commission Expiration Date: 9-8-98

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
E. WARREN PARKER, JR., P.A.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 am familiar with and accept the obligation of my position as registered agent.

Dated this 4/4 day of January, 1995.


Signature of Registered Agent