



WILLIAM C. HARRISON

Attorney at Law
23 Third Street North
Third Floor
Tallahassee, Florida 32301
(913) 821-7585

July 17, 1995

STANDARD TELEPHONE
-07/19/95--01019--018
****122.50 ****122.50

19500056250
Enclosed are two copies of the
Articles of Incorporation for the
above professional association.
The California State Bar
P.O. Box 6327
Tallahassee, Florida 32319

RE: WILLIAM C. HARRISON, P.A.

Dear Sir or Madam:

Enclosed are the signed original and one signed copy of the Articles of Incorporation for the above professional association. I have also enclosed a check for the amount of \$122.50 for the filing and certified copy fees.

Please process these at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

If you have any questions or need any further information, please do not hesitate to contact me at my office. Your attention and cooperation in this matter are sincerely appreciated.

Sincerely,


William C. Harrison, Esq.

cc: Gregory A. Roe

7/20/95



ARTICLES OF INCORPORATION OF
WILLIAM C. HARRISON, P.A.

The undersigned, all of whom are duly licensed to practice law in the State of Florida, for the purpose of forming a professional association under the Florida General Corporation Act, Florida Statutes Chapter 607, and the Florida Professional Service Corporation Act, Florida Statutes Chapter 621, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the professional association is William C. Harrison, P.A.

ARTICLE TWO
CORPORATE DURATION

The duration of the professional association is to be perpetual.

ARTICLE THREE
ADDRESS OF CORPORATION

The address of the principal office of the professional association is 233 Third St. North, St. Petersburg, Florida 33701, which is also the mailing address for the professional association.

ARTICLE FOUR
PURPOSE OR PURPOSES

The purpose for which the professional association is organized is:

1. To engage in the business and practice of law within the State of Florida, and to take all actions that are necessary or proper with that practice.

ARTICLE FIVE
CAPITALIZATION

The professional association is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the professional association upon dissolution. The professional association is authorized to issue one hundred (100) common shares. The par value of these shares is one dollar (\$1.00). As per Florida Statutes Chapter 621, No stock of this professional association may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

No shareholder of this professional association may sell or transfer his or her shares in this professional association except to another individual who is eligible to be a shareholder of this professional association. No shareholder of this professional association may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 233 Third Street North, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address, is William C. Harrison, Esq.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial board of directors of the professional association is one. The name and address of each person who is to serve as a member of the initial board of directors is:

William C. Harrison	233 Third St. North St. Petersburg, Florida 33701
---------------------	--

ARTICLE EIGHT INCORPORATORS

The name and address of the Incorporator is as follows:

William C. Harrison	233 Third St. North St. Petersburg, Florida 33701
---------------------	--

ARTICLE NINE PROFESSIONAL SERVICES

The professional services of the professional service 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 this professional service corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of the practice of law.

ARTICLE TEN AMENDMENT OF ARTICLES

The professional service corporation reserves the right to

amend the Article of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the professional service corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the professional service corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, the undersigned has signed the 26 Articles of Incorporation on this 17th day of May, 1975

William C. Harrison

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William C. Harrison, Esq.

Date 5/17/75