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840 HIGHLAND AVENUE
ORLANDO, FLORIDA 32801

MAILING ADDRESS:
POST OFFICE BOX 3827
ORLANDO, FLORIDA 32802

*BOARD CERTIFIED REAL ESTATE LAWYER
*BOARD CERTIFIED CIVIL TRIAL LAWYER

*QUALIFIED IN BANKRUPTCY UNDER
THE FLORIDA BAR DESIGNATION PLAN

July 31, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

800001552488
-08/03/95--01020--006
****122.50 ****122.50

Re: Spears & Adams, P.A.

Dear Sir/Madam:

Enclosed are the original and duplicate copy of the Articles of Incorporation for the above-referenced proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return in the self-addressed stamped envelope enclosed.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming agent upon whom process may be served.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation and \$35.00 for designation of the resident agent.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Caryn Wheeler
Administrator

EFFECTIVE DATE

JUL 28 1995

CW/
Enclosures

95 AUG -3 11:11:12
FBI

ARTICLES OF INCORPORATION

OF

SPEARS & ADAMS, P.A.

RECEIVED
JUL 28 1995
CLERK OF COURT
JUL 28 1995
JUL 28 1995

The undersigned, acting as incorporator of a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is SPEARS & ADAMS, P.A.

The principal place of business and the mailing address is 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida, specifically the practice of law and activities related thereto.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

EFFECTIVE DATE

JUL 28 1995

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

Douglas C. Spears
940 Highland Avenue
Orlando, Florida 32803

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial directors of this corporation are:

Richard H. Adams, Jr.
535 Ridgewood Drive
Windermere, Florida 34786

Douglas C. Spears
36 Interlaken Road
Orlando, Florida 32804

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Richard H. Adams, Jr.
940 Highland Avenue
Orlando, Florida 32803

ARTICLE VIII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE IX

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

If all 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.

ARTICLE XV

EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1995.

SPEARS & ADAMS, P.A.

By: [Signature]
RICHARD H. ADAMS, JR., President
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1991).

[Signature]
Douglas C. Spears
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th
day of July, 1995, by Richard H. Adams, Jr., who is personally
known to me ~~or who has produced~~ as identification
and who did not take an oath.

My Commission Expires:


NOTARY PUBLIC

Name: Caryn Wheeler

Address: 3021 Troy Drive

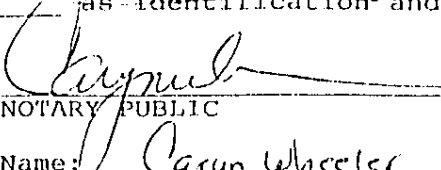
Orlando, FL 32806

CARYN WHEELER
Notary Public, State of Florida
My comm. expires May 30, 1996
Comm. No. CC193428

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th
day of July, 1995, by Douglas C. Spears, who is personally known to
me ~~or who has produced~~ as identification and who
did not take an oath.

My Commission Expires:


NOTARY PUBLIC

Name: Caryn Wheeler

Address: 3021 Troy Drive

Orlando, FL 32806

CARYN WHEELER
Notary Public, State of Florida
My comm. expires May 30, 1996
Comm. No. CC193428

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

THAT SPEARS & ADAMS, P.A. desiring to organize under the laws
of the State of Florida, with its principal office as indicated in
the Articles of Incorporation in the City of Orlando County of
Orange, State of Florida, has named its Registered Agent, Douglas
C. Spears, of 2 Highland Avenue, Orlando, Florida 32803 in the City
of Orlando, County of Orange, State of Florida, to accept service
of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


DOUGLAS C. SPEARS

RECEIVED
STATE
OFFICE OF
RECORDS & ADMINISTRATION

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