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EXAMINER'S INITIALS:

**Articles of Incorporation
For Professional Corporation**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be Mark Morrow, P.A.

The principal office of this corporation shall be 473 Devon Place, Heathrow, Florida 32746.

The mailing address of this corporation shall be 473 Devon Place, Heathrow, Florida 32746.

II

Purposes

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

a. To engage in every aspect of the practice of law, and all its fields of specialization, as are engaged in by lawyers.

b. To engage 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 render the same professional services as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

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SECRETARY OF STATE

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

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

c. 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.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 473 Devon Place, Heathrow, Florida 32746 and the name of its initial registered agent at said address is Mark A. Morrow.

VI

Incorporator

The name and address of the Incorporator is as follows: Mark A. Morrow, 473 Devon Place, Heathrow, Florida 32746.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Mark A. Morrow, 473 Devon Place, Heathrow, Florida 32746.

VIII

Informal Shareholder Action

Any action of 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.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he 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 such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

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.

XI

Indemnification

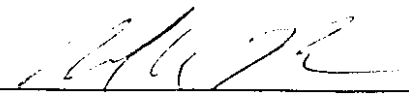
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida this 23rd day of August, 1995.



Incorporator

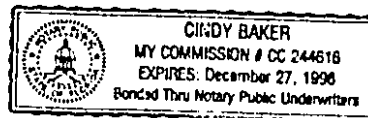
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Mark A. Morrow who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 27 day of August, 1995.

Cindy Baker
NOTARY PUBLIC, STATE OF FLORIDA
(Notarial Seal)
My Commission Expires:

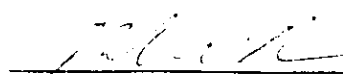


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MARK MORROW, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 473 Devon Place, Heathrow, Florida 32746, has named Mark A. Morrow, located at 473 Devon Place, Heathrow, Florida 32746, as its agent to accept service of process within Florida.


Mark A. Morrow, Incorporator


Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Mark A. Morrow


Date