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January 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Phillips & Morris, P.A.

5000016905015
-01/17/96--01041--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation for Phillips & Morris, Pa., a professional corporation. Also enclosed is a check in the amount of \$70.00, representing payment of the filing fee and registered agent designation fee.

Also enclosed is an extra copy of the Articles of Incorporation. Please return the copy to me at the above-captioned address.

Of course, please let me know if you require any further documentation.

Sincerely,

Lynn Sherman
Lynn Welter Sherman

cc: ~~William M. Nilsson~~

JAN 18 1996

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
PHILLIPS & MORRIS, P.A.

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The undersigned subscribers to these Articles of Incorporation, both natural persons competent to appear and legally authorized to practice the profession of the practice of law in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Phillips & Morris, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

3. The services of this Corporation, which consist of the practice of law shall be carried out only through officers, employees and agents who are active members in good standing of The Florida Bar, and licensed in Florida to render legal services.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by The Rules Regulating The Florida Bar, or by the provision of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value or \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of The Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 7310 Gulf Blvd., St. Pete Beach, Florida 33706, and the name of its initial registered agent is John R. Phillips, Jr. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida and is an active member of The Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. the name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

John R. Phillips, Jr.
7310 Gulf Blvd.
St. Pete Beach, Florida 33706

Kevin J. Morris
7310 Gulf Blvd.
St. Pete Beach, Florida 33706

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is an active member of The Florida Bar in good standing and duly licensed in the State of Florida to practice law, are as follows:

John R. Phillips, Jr.
7310 Gulf Blvd.
St. Pete Beach, Florida 33706

Kevin J. Morris
7310 Gulf Blvd.
St. Pete Beach, Florida 33706

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida Law.

ARTICLE IX

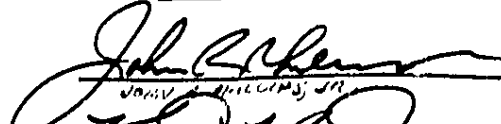
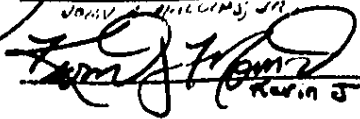
If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services to the public for the Corporation becomes legally disqualified to render

such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 11 day of January, 1996.


JOHN R. PHILLIPS, JR.

Kevin J. Morris

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE, personally appeared JOHN R. PHILLIPS, JR., to me well known and known to me to be the person described in and who executed the forgoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 11th day of January, 1996, in the aforesaid County and State.


NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



TERRY B. SALISBURY
MY COMMISSION # CC428643 EXPIRES
April 4, 1999
BONDED THRU TROY FARM INSURANCE, INC.

BEFORE, personally appeared KEVIN J. MORRIS, to me well known and known to me to be the person described in and who executed the forgoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 11th day of January, 1996, in the aforesaid County and State.


NOTARY PUBLIC

My Commission Expires:

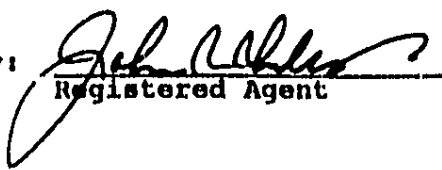


TERRY B. SALISBURY
MY COMMISSION # CC428643 EXPIRES
April 4, 1999
BONDED THRU TROY FARM INSURANCE, INC.

ACKNOWLEDGEMENTS OF REGISTERED AGENT

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

By:


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA