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ROBERT J. NESMITH, ESQUIRE
Attorney at Law
2709 Pando Street
Orlando, Florida 32805
(407) 246-0500

January 31, 1996

FILED
96 FEB -1 PM 3:30
TALLAHASSEE

State of Florida
Department of State
Corporate Division
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
CORPORATE DIVISION
FEB 1 1996
TALLAHASSEE, FL

To Whom It May Concern,

Re: Nesmith And Mike, P.A.

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to me one certified copy.

I am enclosing my check in the amount of \$122.50 covering the filing fee, Certificate Designating Registered Agent, and a certified copy.

Very Truly Yours,

Robert J. Nesmith
Robert J. Nesmith, Esq.

Robert Nesmith GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 2-6-96
DOC. EXAM KA

2-6-96
KA

ARTICLE OF INCORPORATION
OF
NESMITH AND MIKE, P.A.

96 FEB - 1 3 11

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida pursuant to F.S. 621 and to that end do hereby certify to the facts herein set forth as required by law.

ARTICLE I
NAME

The name of this corporation is NESMITH & MIKE, P.A.

ARTICLE II
PURPOSE

The purpose is to engage in the Practice of Law as permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of FIVE DOLLARS (\$5.00) par value common stock. Shares in excess of those subscribed to at the time of incorporation and appearing in Article XI may be issued by the Directors only with the consent and approval of a majority of the stock entitled to vote prior to the proposed issuance.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is a minimum of FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
ADDRESS

The Board of Directors may from time to time change the principal place or address thereof to any other place or address in the State of Florida. The initial address of the principal, place of business of the corporation shall be: 2709 Paseo Street Orlando, Florida 32805.

ARTICLE VI
TERM

This corporation shall have perpetual existence.

**ARTICLE VII
DIRECTORS**

The corporation shall have two (2) directors. The number of directors may be altered from time to time by the By-Laws, but there shall never be less than one such director.

**ARTICLE VIII
OFFICERS**

The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and any such other officers and agents as may be provided for in the By-Laws. All officers, agents and directors shall be chosen in such a manner powers and duties, and may be removed as may be provided in the By-Laws. Any person may hold two or more offices.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

ROBERT MIKE II is designated as the agent to accept service of process within the State of Florida for the corporation. The registered office will be 1801 Lee Rd, Winter Park, FL 32789.

**ARTICLE X
INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions herein contained and the By-Laws of the Corporation, shall hold office until the first meeting of the stockholders, or as soon thereafter as their successors are elected and have qualified, as the following:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. NESMITH	2709 Paseo Street Orlando, FL 32805
ROBERT MIKE II	1801 Lee Road Winter Park, FL 32789

**ARTICLE XI
SUBSCRIBERS**

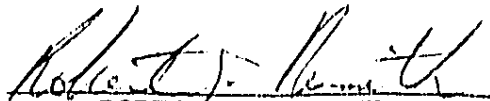
The name and post office address of the subscribers hereof, and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ROBERT J. NESMITH	2709 Paseo Street Orlando, FL 32805	45.0
ROBERT MIKE II	1801 Lee Road Winter Park, FL 32789	45.0

**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote hereon, unless all directors and all stockholders sign a written statement of their intentions that the amendment be made.

IN WITNESS WHEREOF, we the undersigned, being all of the original subscribers of the capital stock herein named, hereunto set our hands and seals at Orlando,, Orange County, Florida this 30th day of JANUARY, 1996.


ROBERT J. NESMITH

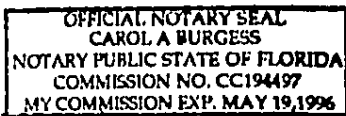
STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned personally appeared ROBERT J. NESMITH to me well known to be the person described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 30th day of JANUARY, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA)
COUNTY OF ORANGE)

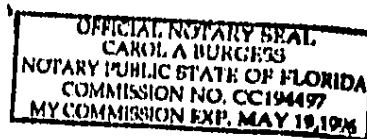

ROBERT MIKE II

BEFORE ME, the undersigned personally appeared ROBERT MIKE II to me well known to be the person described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the State and County aforesaid, this 30th day of JANUARY, 1996.

Carol A. Burgess
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT TO
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Nesmith + Mike, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named **ROBERT MIKE II**, located at 1801 Lee Road, Orlando, Florida 32789, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, 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: *Robert Mike II*

(Registered Agent)

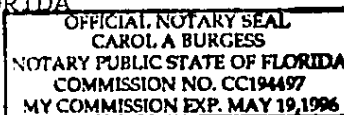
STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned personally appeared ROBERT MIKE II to me well known to be the person described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 20th day of JANUARY, 1996.

Carol A Burgess
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



96 FEB - 1 4 30