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FEDERAL EXPRESS

The Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Florida Filings

RE: ERIC J. MATHESON, P.A.

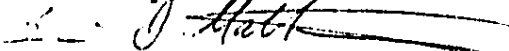
To Whom It May Concern:

Enclosed for filing are the articles of incorporation for the referenced corporation. Upon filing of the articles, please forward the Certificate of Incorporation.

Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 in remittance for your fees for filing the articles of incorporation and issuing a certified copy of the articles of incorporation.

If you have any questions or comments, please call the undersigned at (407) 833-5277.

Sincerely,



Eric J. Matheson

Enclosures

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
ERIC J. MATHESON, P.A.

96 MAR 21 AM 11:56

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under Chapter 621, Professional Service Corporation Act.

ARTICLE I

The name and initial address of this Corporation is: Eric J. Matheson, P.A., The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to attorneys in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480 with the privilege of having its offices and branch offices

at other places within or without the State of Florida. The initial registered agent at that address is Eric J. Matheson.

ARTICLE VI

The name and address of the initial member of the Board of Directors of the Corporation is:

Name
Eric J. Matheson

Address
The Worth Avenue Building
205 Worth Avenue, Suite 201
Palm Beach, FL 33480

ARTICLE VII

The name and address of the incorporator is: Eric J. Matheson, The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, FL 33480.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

The Corporation and its shareholders may enter into a Shareholder's Agreement pursuant to Section 607.0732 of the Florida Business Corporation Act, as amended from time to time, which agreement may contain any provision allowed under the laws of the State of Florida.

ARTICLE XII

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XIII

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XIV

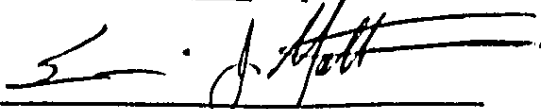
The Corporation is organized for the purpose of engaging in the practice of law in the State of Florida and all its fields of specialization as engaged in by attorneys pursuant to Chapter 621, Professional Service Corporation Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act.

ARTICLE XV

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services in the State of Florida 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 employment with, and all financial interests in, 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.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20th day of March, 1996.


Eric J. Matheson

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

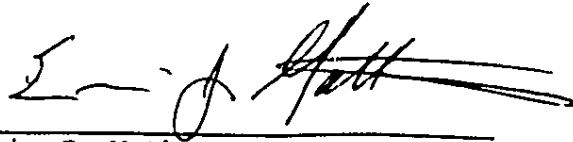
In compliance with the laws of the State of Florida, the following is submitted:

First - That Eric J. Matheson, P.A., desiring to organize under the laws of the State of Florida, has designated The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, FL 33480 as the place of business for the services of process within this state.

Second -- That the above corporation has named Eric J. Matheson as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 20TH day of March, 1996.



Eric J. Matheson
Registered Agent

96 MAR 21 AM 9:55
CLERK OF COURT
PALM BEACH COUNTY