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FILED
APR -4 AM '96
FALL HAVEN, FLORIDA
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April 2, 1996

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*****70.00 *****70.00

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

Re: William C. Purcell, Professional Association

Dear Sirs:

Please file the enclosed Articles of Incorporation for William C. Purcell Professional Association. My check in the amount of \$70.00 is enclosed representing the filing fee. Please conform the enclosed extra copy and return same to me.

Thank you for your attention.

Very truly yours,


WILLIAM C. PURCELL

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Encs.

F. CHESSEY APR 10 1996

**ARTICLES OF INCORPORATION
OF
WILLIAM C. PURCELL
PROFESSIONAL ASSOCIATION**

FILED
65 APR -4 AM 9:38
TALLAHASSEE, FLA.

The undersigned incorporator(s), each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

**ARTICLE I
NAME**

The name of the corporation is WILLIAM C. PURCELL, PROFESSIONAL ASSOCIATION.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 633 South Andrews Avenue, Third Floor, Fort Lauderdale, County of Broward, State of Florida 33301. The name of the initial registered agent of the corporation, located at that office, is WILLIAM C. PURCELL.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholder(s) as provided in these articles.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is Five Hundred Shares (500) of capital stock having a value of one dollar per share.

ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VII CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name	Address
William C. Purcell	633 South Andrews Avenue Third Floor Fort Lauderdale, Florida 33301

ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

Name	Address
William C. Purcell	633 South Andrews Avenue Third Floor Fort Lauderdale, Florida 33301

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. The term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial director(s) shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of sixty percent of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI DISSOLUTION

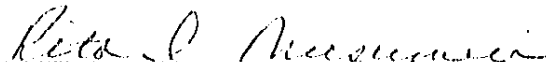
The corporation may be dissolved at any time by unanimous written consent of the shareholders; or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all the debts of the corporation, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

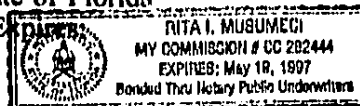
The undersigned incorporator(s) of this corporation, have executed these articles of incorporation at Fort Lauderdale, Broward County, Florida, this 27th day of March, 1996


WILLIAM C. PURCELL

STATE OF FLORIDA)
COUNTY OF BROWARD)


The foregoing instrument was acknowledged before me this 27th day of March, 1996, by WILLIAM C. PURCELL who is personally known to be or who has provided personally known as identification and who did (did not) take an oath.


Notary Public, State of Florida
My Commission Expires



ACCEPTANCE OF REGISTERED AGENT

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


WILLIAM C. PURCELL
Third Floor
633 S. Andrews Avenue
Fort Lauderdale, Florida 33301