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JAMES P. McDONALD, ESQ.
628 S.W. 5TH AVE
FORT LAUDERDALE, FL 33315

April 25, 1996

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

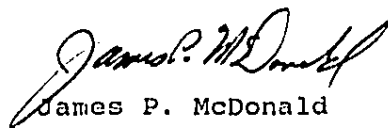
Re: James P. McDonald, P.A.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above proposed professional service corporation. Please file the original Articles and return to me one certified copy. Enclosed is my check in the amount of \$123.00 representing the filing fee. Should you require it, my Florida Bar number is 0227366.

Thank you.

Very truly yours,


James P. McDonald

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Day phone: (407) 368-1212

MAY 6 1996

FILED
96 APR 29 AM 8:39
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JAMES P. McDONALD, P.A.
A PROFESSIONAL CORPORATION

FILED
96 APR 29 AM 8:39
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be JAMES P. McDONALD, P.A.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's initial registered office in Florida is 628 SW 5th Ave, Fort Lauderdale, FL, 33315, Broward County. The initial registered agent at the registered office is James P. McDonald.

ARTICLE THREE

PURPOSE

3.01 The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

PROFESSIONAL SERVICES

5.01 The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of conduct governing attorneys.

ARTICLE SIX

INCORPORATOR

6.01 The name and address of the incorporator are:

James P. McDonald 628 SW 5th Ave
Ft. Lauderdale, FL 33315

ARTICLE SEVEN

DIRECTORS


7.01 The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE EIGHT

CAPITAL STOCK

8.01 The number of shares of stock that the Corporation is authorized to have outstanding is 7,500, all of which shall be common shares with par value of \$1.00 per share.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 25, 1996.


James P. McDonald
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation in JAMES P. McDONALD, P.A.
2. the name and address of the registered agent and office is:

James P. McDonald
628 SW 5th Ave
Ft Lauderdale, FL 33315

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 25, 1996


James P. McDonald

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STATE
TALLAHASSEE, FLORIDA