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THOMAS D. MARRYOTT
ATTORNEY AND COUNSELLOR AT LAW

BAHNSKI BANK BUILDING
SUITE 400
PUNTA GORDA, FLORIDA

THOMAS D. MARRYOTT, ESQUIRE
ANDREW L. WEAVER, ESQUIRE

April 26, 1996

MAILING ADDRESS
100 EAST OLYMPIA AVE.
SUITE 400
PUNTA GORDA, FL 33980
TELEPHONE 941-680-0000
FAX 941-675-1647

DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

RECEIVED
MAY 1 1996
TALLAHASSEE, FLORIDA
941-680-0000

To Whom it may concern:

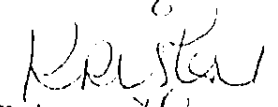
RE: THOMAS D. MARRYOTT, P. A.

Enclosed please find an original and one (1) copy of Articles for the above-stated corporation, not for profit.

Also, enclosed is a check in the amount of One Hundred Twenty-two (\$122.50) and 50/100ths Dollars. Please file same and return the certified copy to address above.

Thank you for your courtesy and assistance in this matter.

Very truly yours,


Kristen
Legal Secretary to Thomas D. Marryott

Enclosure(s)

FILED
96 MAY -1 PM 3:34
TALLAHASSEE, FLORIDA

SAB
5/2/96

ARTICLES OF INCORPORATION
OF
THOMAS D. MARRYOTT, P. A.

FILED
96 MAY -1 PM 3:34
CLERK OF THE
STATE OF FLORIDA

ARTICLE I. NAME

The name of this corporation is THOMAS D.
MARRYOTT, P. A.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all
lawful business under the Florida General Corporation Act and
engage in all lawful legal business associated with practicing
the law.

In connection with said business, this corporation
shall have the following powers, which shall not be deemed to
exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or
pledge notes and other evidences of indebtedness, and execute
such mortgages, transfer of corporate property, or other
instruments to secure the payment of corporate indebtednesses as
required.

To conduct business in, have one or more offices in,
and hold, mortgage, sell, convey, lease or otherwise dispose of
real and personal property, including franchises, patents, copy
rights, trademarks, and licenses in the State of Florida, and in
all other states and countries.

To purchase, hold, sell and transfer shares of its own
capital stock, provided that the corporation shall purchase none
of its own capital stock, except from the surplus of its assets

over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at ten cents (.10) par value common stock, which stock shall be designated as "Common shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 126 E. Olympia Avenue, Suite 408, Punta Gorda, Florida 33950. The initial registered agent at that address is Thomas D. Marryott.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
THOMAS D. MARRYOTT	PRESIDENT AGENT	126 E. OLYMPIA AVENUE SUITE 408 PUNTA GORDA, FL 33950

ARTICLE VIII. INITIAL DIRECTORS.

This corporation shall have one (1) director(s) initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than one (1). The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS D. MARRYOTT	126 E. OLYMPIA AVENUE SUITE 408 PUNTA GORDA, FL 33950

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS D. MARRYOTT	126 E. OLYMPIA AVENUE SUITE 408 PUNTA GORDA, FL 33950

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

THOMAS D. MARRYOTT - 1,000 SHARES

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this

corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of April 1996.

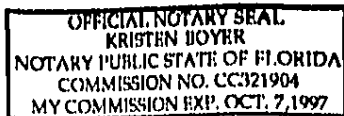


THOMAS D. MARRYOTT

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared THOMAS D. MARRYOTT, to me known and known by me to be the persons described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein expressed.

WITNESS my hand and seal this 26th day of April 1996.





NOTARY PUBLIC-STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

I, THOMAS D. MARRYOTT, the undersigned hereby accept designation as registered agent of THOMAS D. MARRYOTT, P. A.

Dated this 26th day of April 1996.



THOMAS D. MARRYOTT

FILED
96 MAY - 1 PM 3:34
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA