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RICHARD D. GISH
4685 C. R. 307
LAKE PANASOFFKEE, FLORIDA 33538
Telephone: (352) 793-3108

May 2, 1996

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Richard D. Gish, P. A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for RICHARD D. GISH, P. A. for filing with your office.

Also, enclosed is our check in the amount of \$122.50 to cover your fee.

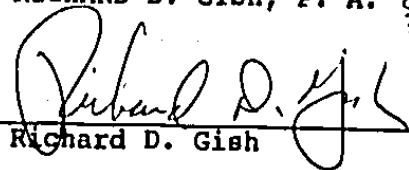
Please return the certified copy and letter of acknowledgement to my office.

Thank you for your assistance in this matter.

Yours truly,

RICHARD D. GISH, P. A.

By:


Richard D. Gish

RDG/eve
Enclosures

MAY 10 1996

BSB

FILED
MAY -6 PM 3:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

RICHARD D. GISH, P. A.

FILED
96 MAY -6 PM 3:26
TALLAHASSEE, FLORIDA

The undersigned natural person, who is duly licensed to practice law in the State of Florida, hereby associates himself in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of this corporation is RICHARD D. GISH, P. A., whose principal place of business is 4685 C. R. 307, Lake Panasoffkee, Florida 33538.

ARTICLE II. NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To engage in the practice of law and to own and operate a law firm for the purposes of providing legal services.
2. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares". None of the shares of this corporation shall be issued to anyone other than an individual licensed to practice law in the State of Florida. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4685 C. R. 307, Lake Panasoffkee, Florida 33538. The name of the initial registered agent at that address is RICHARD D. GISH.

ARTICLE VII. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 4685 C. R. 307, Lake Panasoffkee, Florida 33538. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render services as an attorney, the number of shares he agrees to take and the value of the consideration is:

NAME	ADDRESS	NUMBER OF SHARES	VALUE CONSIDERATION
RICHARD D. GISH	4685 C.R. 307 Lake Panasoffkee, Florida 33538	100	\$ 100.00

ARTICLE X. BUSINESS OPERATIONS

Except as otherwise provided by law: All business affairs of the corporation shall be conducted in compliance with general corporate practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the corporation shall be fully transferrable; management of the corporation shall be vested in the Board of Directors; liability of the shareholders shall be limited to their respective interests in the stock of the corporation; and the continuity of the corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the corporation, its employees, or its

stockholders, from entering into such agreements relating to redemption of stock, other stock purchase agreements, or other corporate plans available to business corporations.

ARTICLE XI. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute in accordance with applicable provisions relating to Professional Services Corporations.

The Directors of this corporation shall have the power to make and amend the By-Laws of the corporation.

ARTICLE XII. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist when the Articles of Incorporation are accepted by the Secretary of State.

ARTICLE XIII. REGISTERED AGENT AND RESIDENT AGENT

The street address in Florida of the corporation's initial registered agent and the name of its initial Registered Agent and initial Resident Agent at such address: 4685 C. R. 307, Lake Panasoffkee, Florida 33538; RICHARD D. GISH, Registered Agent and Resident Agent.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a Professional Service Corporation, to perform services

as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 3rd day of May, 1996.

Richard D. Gish
RICHARD D. GISH

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 3rd day of May, 1996, by RICHARD D. GISH, who is personally known to me or who did produce _____ as identification. g

Johnny L. Friedrich
Notary Public Johnny L. Friedrich
Printed name _____
Commission No. _____
Commission Expires _____

OFFICIAL NOTARY SEAL
JOHNNY L. FRIEDRICH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC232110
MY COMMISSION EXPI. SEPT 29, 1996

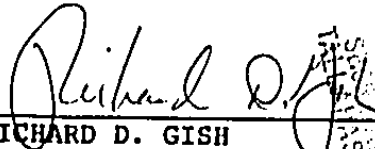
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

First - RICHARD D. GISH, P. A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Lake Panasoffkee, County of Sumter, has named RICHARD D. GISH, located at 4685 C. R. 307, Lake Panasoffkee, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the 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.


RICHARD D. GISH
Registered Agent

FILED
96 MAY -6 PM 3:26
CLERK OF STATE
TALLAHASSEE, FLORIDA