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Richard J. Rosenbaum
ATTORNEY AT LAW

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Port Charlotte, FL 33953
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* Also admitted in New York

May 1, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

600001811666
-05/07/96--01122--020
*****61.00

Re: Filing of Articles of Incorporation
Rosenbaum & Segur, P.A.

600001811666
-05/07/96--01122--021
*****61.50

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

Richard J. Rosenbaum
Richard J. Rosenbaum

RJR/bk
Enclosures

FILED
55 MAY -7 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADG
5-13-96

ARTICLES OF INCORPORATION

OF

ROSENBAUM & SEGUR, P.A.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator, an individual duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional corporation for pecuniary profit under the Florida Professional Services Corporation Act.

ARTICLE I

NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be Rosenbaum & Segur, P.A.

Section 1.2. Principal Office and Place of Business. The principal office of the corporation shall be located at 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953.

Section 1.3. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be the Incorporator. The street address of the Registered Agent is 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953.

ARTICLE II

DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III

PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which this corporation is organized shall be to render professional and personal services to the public which an Attorney-at-Law, duly licensed or legally authorized under the laws of the State of Florida, may render, and to do everything necessary and proper, advisable or convenient for the accomplishment of said purpose not prohibited by law. The purpose shall also include the investment of corporate funds in real estate, mortgages, stock, bonds or any other type of investment.

Section 3.2. Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Professional Services Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Class, Number and Par. The shares of stock authorized hereunder shall consist of only common stock. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand shares at one dollar par value.

Section 4.2. Consideration. The consideration for the issuance of said shares shall be in United States currency, or property or services of value as determined by the Board of Directors of the corporation. Any and all shares issued by the corporation shall be fully paid and nonassessable.

Section 4.3. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida Professional Services Corporation Act. The procedural formalities may be dispensed with upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held at the call of the majority, to adopt Bylaws, elect officers, and transact other necessary business.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

Richard J. Rosenbaum

1300 Enterprise Drive, Unit C
Port Charlotte, Florida 33953

Robert W. Segur

1300 Enterprise Drive, Unit C
Port Charlotte, FL 33953

Section 5.4. Incorporator. The name and address of the Incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard J. Rosenbaum	1300 Enterprise Drive, Unit C Port Charlotte, FL 33953

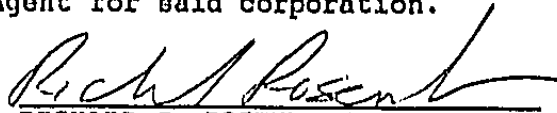
IN WITNESS WHEREOF, the undersigned executed this instrument this 1st day of May, 1996.

INCORPORATOR:


RICHARD J. ROSENBAUM

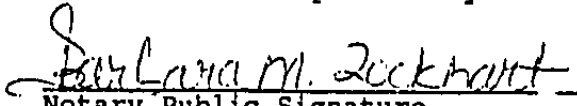
ACCEPTANCE OF REGISTERED AGENT DESIGNATION

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


RICHARD J. ROSENBAUM

STATE OF FLORIDA
COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of May, 1996, by Richard J. Rosenbaum who is personally known by me.


Notary Public Signature
Barbara M. Lockhart



BARBARA M LOCKHART
My Commission CC510687
Expires Feb. 20, 1997

FILED
95 MAY -7 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA