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PRESTIGE MAIL
FEDERAL FINANCIAL SERVICE ACCOUNT NO. : 072100000032

P960000091921

REFERENCE : 147373 91344A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzdek

ORDER DATE : November 7, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 147373-010

CUSTOMER NO: 91344A

900001999379--0

CUSTOMER: Richard T. Earle, III, Esq
EARLE & EARLE

Suite 1401
111 Second Avenue, Northeast
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: JAMES W. MAHAFFEY, JR., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Dmc 11/7/96

FILED
NOV-7 PM 4:18
NOV-7 PM 12:17
TALLAHASSEE, FLORIDA
CLERK OF COURT

ARTICLES OF INCORPORATION
OF
JAMES W. MAHAFFEY, JR., P.A.

FILED
96 NOV -7 PM 4:18
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a professional corporation under the Florida Professional Service and Limited Liability Company Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the professional corporation is JAMES W. MAHAFFEY, JR., P.A.

ARTICLE II

The principal office of the professional corporation is 731 Jamestown Dr., Winter Park, Florida 32792.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The sole purpose for which the professional corporation is organized is to render professional service. The professional service to be rendered by the professional corporation will be the practice of law.

ARTICLE V

The aggregate number of shares that the professional corporation shall have the authority to issue is one hundred (100) shares of Capital Stock with a par value of \$1.00 per share. All shareholders of the professional corporation will be only other professional corporations, professional limited liability

companies, or individuals who themselves are duly licensed or otherwise legally authorized to practice law.

ARTICLE VI

Pursuant to Fla. Stat. Sec. 607.0501, the professional corporation will have a registered office and registered agent both located in the State of Florida. The street address in Florida of the initial registered office of the professional corporation is 111 2nd Avenue NE, Suite 1401, St. Petersburg, Florida 33701; and the name of the initial Registered Agent at such address is RICHARD T. EARLE III.

ARTICLE VII

At the time these articles were executed, no shares had been issued. Therefore, the incorporator agrees, pursuant to Florida Statutes Section 607.0732, to eliminate the board of directors. Instead, all corporate powers shall be exercised by or under the authority of and the business and affairs of this professional corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE VIII

The name and address of the incorporator are as follows:

James W. Mahaffey, Jr.
Route 2, Box 1390
Hazelhurst, Georgia 31539

ARTICLE IX

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X

This professional corporation shall commence existence on the date of subscription and acknowledgment of these Articles of Incorporation, so long as said Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise, the date of corporation existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of October, 1996.

STATE OF GEORGIA)
COUNTY OF JEFF DAVIS)

James W. Mahaffey, Jr.
James W. Mahaffey, Jr.

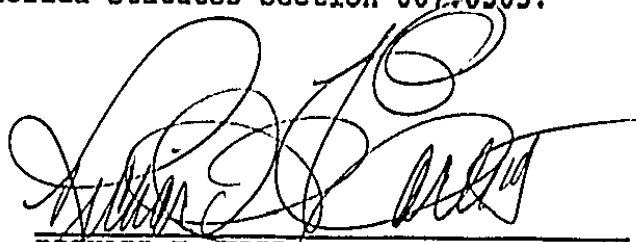
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James W. Mahaffey, Jr., as incorporator of JAMES W. MAHAFFEY, JR., P.A., known to me personally (or who produced _____ as identification) to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at HAZELHURST, said County and State, this 21st day of OCTOBER, 1996.

Paula S. Bivler
Notary Public
Print Name: Paula S. Bivler
My Commission Expires: 8-8-00
Commission No: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity. I am familiar with and accept the obligations of Florida Statutes Section 607.0505.


RICHARD T. EARLE III

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96 NOV -7 PM 4:18

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F. FLORIDA