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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: COUSINS & MANCUSO, P.A.
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**ARTICLES OF INCORPORATION
OF
COUSINS & MANCUSO, P.A.
A FLORIDA PROFESSIONAL SERVICE CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be COUSINS & MANCUSO, P.A.

**ARTICLE II
COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be November 25, 1996. This corporation's duration shall be perpetual.

**ARTICLE III
PROFESSIONAL SERVICE CORPORATION**

A. LICENSE

This corporation is specifically formed for rendering the same professional service to the public that any duly licensed attorney, under the laws of this state, is authorized to render.

B. POWERS

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporate Act are interpreted to be in conflict with the provision of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.

2. Request changes in the Certificate of Incorporation at any time pursuant to law.

3. Change the street address in this state of the principal office of the corporation and to establish from time to time, other locations for corporate operations pursuant to the Bylaws, and without the necessity of amending the Certificate of Incorporation.

Christian N. Scholin, Esquire
Mollica & Scholin, P.A.
505 South Flagler Drive
Suite 1001
West Palm Beach, Florida 33401
Telephone: 561/655-7711
Facsimile: 561/655-7972

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4. Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.

5. Purchase and acquire, in accordance with law and the Bylaws, any or all of its shares, owned and held by any person, entity, who desires to sell, transfer, or otherwise dispose of the said shares.

C. CONFLICT OF INTEREST

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is director or officer of, such other corporation.

2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV **PURPOSE**

This corporation is being organized for the purpose of practicing law and any transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE V **CAPITAL STOCK**

This corporation shall have the authority to issue 1000 \$1.00 par value shares of common capital stock.

ARTICLE VI **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VII
TRANSFER RESTRICTIONS

Unless otherwise provided in a duly executed shareholder's agreement, which all shareholders and the corporation are parties to, no shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any share of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions. On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation and an agreement dated November 25, 1996, between Patrick S. Cousins, Charles A. Mancuso, and Cousins & Mancuso, P.A., a copy of which is on file at this Corporation's principal office."

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Patrick S. Cousins, Esquire
330 Clematis Street
Suite 218
West Palm Beach, Florida 33401

Charles A. Mancuso, Esquire
330 Clematis Street
Suite 218
West Palm Beach, Florida 33401

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ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE X
PRINCIPAL OFFICE & INITIAL REGISTERED OFFICER & AGENT

The address of this corporation's principal office and the address of the corporation's initial registered office shall be 330 Clematis Street, Suite 218, West Palm Beach, Florida 33401.

The name of the individual who shall serve as this corporation's initial registered agent at that address is PATRICK S. COUSINS, Esquire.

ARTICLE XI
INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is PATRICK S. COUSINS, Esquire, 330 Clematis Street, Suite 218, West Palm Beach, Florida 33401

ARTICLE XII
AMENDMENT

This corporation reserves the right to amend or repeal any Articles of Incorporation of COUSINS & MANCUSO, P.A., provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25th day of November, 1996.



Patrick S. Cousins, Esquire

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
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REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 607.0501, 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 is COUSINS & MANCUSO, P.A.
2. The name of the registered agent is Patrick S. Cousins, Esquire.
3. The address of the registered agent/registered office is Patrick S. Cousins, Esquire, 330 Clematis Street, Suite 218, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Patrick S. Cousins, Esquire
Date: November 25th, 1996

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