

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC -9 AM 11:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC - 9 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/9/96
 TIME 9:00 CK No.
 BY CD

WALK-IN
 Will Pick Up _____

RE: Oliver K. Mackenzie
Smith, P.A.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 DEC -9 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

OLIVER K. MACKENZIE-SMITH, P.A.
(A Professional Association)

The Incorporator, who is duly licensed to practice law in the State of Florida, desires to form a professional corporation in accordance with the Florida Business Corporation Act (Chapter 607 of the Florida Statutes) and the Florida Professional Service Corporation Act (Chapter 621 of the Florida Statutes), adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is OLIVER K. MACKENZIE-SMITH, P.A.

ARTICLE II

The purpose for which the corporation is organized shall be to engage in the practice of law within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares, described as One Thousand (1,000) Shares of Common Stock, having no par value.

A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of stock or the holders of shares thereof is included. The terms of the Common Stock of the Corporation shall be as follows:

(a) **Dividends.** Dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors or if there is no Board of Directors, then by the Officer(s), and paid from time to time to the holders of the Common Stock out of the remaining net profit or surplus of the Corporation.

(b) **Liquidation.** In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, all assets and funds of the Corporation remaining after the payment to creditors of the full amounts to which they shall be entitled, shall be divided and distributed among the holders of the Common Stock according to their respective shares.

(c) **Voting Rights.** Each holder of Common stock shall have one vote in respect of each share of such stock held by him. The holders of Common Stock, as a class, shall be entitled to elect the Board of Directors.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time as Directors are designated as provided from time to time by the By-Laws adopted by the shareholders.

ARTICLE VI

This Corporation, and any or all of the shareholders of this Corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof. Thereafter, any transfer of such shares shall be made in accordance with the provisions of such share transfer agreements.

Before the actual transfer of shares on the books of the Corporation, written notice of any share transfer agreements shall be given to this Corporation by filing a copy thereof with the Secretary of the Corporation. A reference to such share transfer agreements shall be stamped, written or printed upon the certificate representing such shares.

The By-Laws of this Corporation may include provisions for the making of share transfer agreements, and may restrict such agreements in accordance with policies established by the shareholders.

ARTICLE VII

The professional services of the Corporation shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Corporation and acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of the practice of law in the State of Florida.

ARTICLE VII

(a) This Corporation shall indemnify any Director or Officer who was or is a party or is threatened with becoming a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she is or was a Director or Officer of this Corporation, or is or was serving at the request of the Corporation as a Director or Officer or member of another Corporation, partnership joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this Corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, any application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Indemnity of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action,

suit or proceeding, on a preliminary determination that the Director, Officer, employee or agent met the applicable standard of conduct.

(b) The Corporation shall also indemnify any Director or officer who has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such Director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such persons.

(d) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

ARTICLE IX

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend, and repeal the By-Laws of the Corporation, subject to the power of the holders of shares having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the Corporation and to issue and pay in exchange therefore, stock of the corporation, and the judgment of the Directors in determining such value shall be conclusive.

(c) To set apart out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of the books, shall be open for inspection by the stockholders and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(e) The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE X

If the By-Laws so provide, the stockholders and the Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors. The Corporation may in its By-Laws, confer powers upon the Board of Directors in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of Directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XI

In case the Corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members, or with any other Corporation or association of which one or more of its Directors are stockholders, Directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have an interest therein which are or might be adverse to the interest of this Corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this Corporation and any other Corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such Directors of this Corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize or confirm such contract or transaction, and any Director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred upon stockholders, Directors and Officers are subject to this reserved power.

ARTICLE XIII

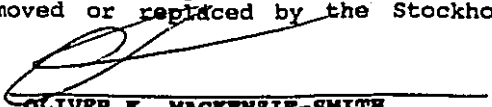
The name and street address of the incorporator and the initial registered agent for purposes of service of process is:

Oliver K. Mackenzie-Smith
8503 South Federal Hwy., Suite 9
Port St. Lucie, FL 34952

The location and address of the Corporation's initial office in Florida is:

Oliver K. Mackenzie-Smith, P.A.
8503 South Federal Hwy., Suite 9
Port St. Lucie, FL 34952

IN WITNESS WHEREOF, I, OLIVER K. MACKENZIE-SMITH, Incorporator and initial registered agent of OLIVER K. MACKENZIE-SMITH, P.A., for the purpose of filing these Articles of Incorporation pursuant to the laws of the State of Florida, do make, and acknowledge these Articles of Incorporation to be filed in the office of the Secretary of the State of Florida for the purposes therein set forth, and do accept appointment as the initial registered agent for purposes of service of process, until I am otherwise removed or replaced by the Stockholders or Directors.


OLIVER K. MACKENZIE-SMITH,
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

On this 4th day of December before me, a Notary Public for the State of Florida at Large, the undersigned officer, appeared OLIVER K. MACKENZIE-SMITH, personally known to me or who has produced known as identification and whose name is subscribed in this document, and acknowledged that he executed this document for the purposes contained within it.

IN WITNESS WHEREOF, I sign my name and set my official seal.



TRENA C GLAZE
My Commission CC200233
Expires Jun. 28, 1997
Bonded by ANB
800-652-5878

sign: [Signature]
print: T. C. Glaze - Underdown
State of Florida at Large

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned 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 Oliver K. Mackenzie-Smith, P.A.

2. The name and street address of the registered agent and office is Oliver K. Mackenzie-Smith, 8503 South Federal Hwy., Suite 9, Port St. Lucie, FL 34952.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


OLIVER K. MACKENZIE-SMITH