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TRANSMITTAL LETTER

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-97

FILED
96 DEC 12 AM 9 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 10, 1996

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-12/12/96--01061--006
****122.50 ****122.50

Subject: Cathy L. Lucrezi, P.A.

Enclosed is an original and one (1) copy of the articles of Incorporation, an original and one copy of the designation of registered agent, and a check for \$ 122.50.

Please send a certified copy of the certificate of Incorporation.

FROM: Cathy L. Lucrezi, Attorney
Cathy L. Lucrezi, P.A.
2256 Heltman Street
Fort Myers, FL 33901
941/334-7878
FAX 941/334-2531

CORPORATION TO
COMMENCE 1/1/97.

Cathy Lucrezi

mc 12/13/96

EFFECTIVE DATE

1-1-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 12 AM 9 35

FILED

**ARTICLES OF INCORPORATION
OF
CATHY L. LUCREZI, P.A.
A Professional Service Corporation
Commencing January 1, 1997**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice Law under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I

Name

The name of the professional service corporation is Cathy L. Lucrezi, P.A. ("Corporation").

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 2256 Heitman Street, Fort Myers, Lee County, Florida.

ARTICLE III

Purpose

The professional service corporation is formed to engage in every phase and aspect of the practice of Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV

Term of Existence

The professional service corporation shall have perpetual existence starting on January 1, 1997.

ARTICLE V

Capital Stock

The capital stock of the professional service corporation shall be 1000 shares of common stock. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

None of the shares of the professional service corporation may be issued to anyone other than

an individual duly licensed to practice Law in the state of Florida.

ARTICLE VI

Registered Office and Agent

The initial street address of the professional service corporation's registered office is 2256 Heitman Street, Fort Myers, Lee County, Florida. The initial registered agent for the Corporation at that address is Cathy L. Lucrezi.

ARTICLE VII

Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Cathy L. Lucrezi	2256 Heitman Street, Fort Myers, FL 33901

ARTICLE VIII

Subscriber(s)

The name and street address of the person signing these articles of incorporation as subscriber is:

Name	Address
Cathy L. Lucrezi	2256 Heitman Street, Fort Myers, FL 33901

ARTICLE IX

Restraint on Alienation of Shares

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice

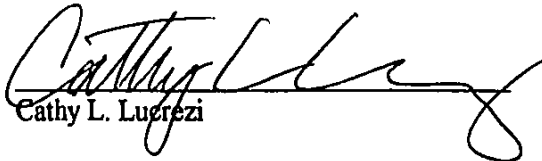
Law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X

Amendment

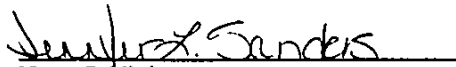
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10 day of December, 1996.


Cathy L. Lucrezi

STATE OF FLORIDA
COUNTY OF LEE

The foregoing articles of incorporation were acknowledged before me on this 10 day of December, 1996, by Cathy L. Lucrezi, who is personally known to me and who did/did not take an oath.


Notary Public Jennifer L. Sanders

My Commission Expires:



JENNIFER L. SANDERS
My Commission CC828594
Expires Jan. 29, 2000


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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: Cathy L. Lucrezi, P.A.
2. The name and address of the registered agent and office is:

Cathy L. Lucrezi
2256 Heltman Street
Fort Myers, FL 33901

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 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.


Signature

12-10-96
Date

FILED
96 DEC 12 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA