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CABANISS, MCDONALD, SMITH & WIGGINS, P.A.  
ONE ORLANDO CENTRE  
SUITE 1800  
800 N. MAGNOLIA AVENUE  
ORLANDO, FLORIDA 32803

December 21, 1996

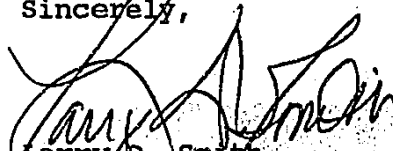
Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/03/97-01009-004  
\*\*\*112.50 \*\*\*112.50

Dear Sir:

Enclosed please find the Articles of Incorporation for the Law  
Offices of CABANISS, MCDONALD, SMITH & WIGGINS, P.A., along with a  
check in the amount of \$112.50 for filing.

Sincerely,

  
Larry D. Smith  
Corporate Secretary

Enclosures

Pmc  
12/24/96

70.00 - F.F.  
42.50 - C.C.

112.50

96 DEC 24 AM 10:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CABANISS, MCDONALD, SMITH & WIGGINS,  
PROFESSIONAL ASSOCIATION

FILED  
96 DEC 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional association under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the Professional Association shall be:

CABANISS, MCDONALD, SMITH & WIGGINS,  
PROFESSIONAL ASSOCIATION

ARTICLE II - Purpose

The Professional Association is formed to engage in every phase and aspect of the practice of law. In addition, the Professional Association may invest the funds of the Professional Association in real estate, mortgages, stocks, bonds, or in any other type of investment, and may own real and personal property necessary for the rendering of professional services. The Corporation shall have authority to do all acts allowable by law for a professional services corporation.

ARTICLE III - Principal Office

The address of the principal office and the mailing address of this Professional Association shall be One Orlando Centre, Suite 1800, 800 North Magnolia Avenue, Orlando, Florida 32803.

ARTICLE IV - Capital Stock

The number of shares that this Professional Association is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

None of the shares of the Professional Association may be issued to anyone other than an individual duly licensed to practice law in the State of Florida and no shareholder may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE V - Initial Registered Office and Agent

The name of the initial registered agent and the address of the initial registered office are Ronald E. Cabaniss, One Orlando Centre, Suite 1800, 800 North Magnolia Avenue, Orlando, Florida 32803.

#### ARTICLE VI - Incorporator

The name and address of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Ronald E. Cabaniss, President	One Orlando Centre Suite 1800 800 N. Magnolia Avenue Orlando, Fl 32803
Francis M. McDonald, Jr., Corporate Treasurer	One Orlando Centre Suite 1800 800 N. Magnolia Avenue Orlando, Fl 32803
Larry D. Smith, Corporate Secretary	One Orlando Centre Suite 1800 800 N. Magnolia Avenue Orlando, Fl 32803
Michael J. Wiggins, Vice President	One Orlando Centre Suite 1800 800 N. Magnolia Avenue Orlando, Fl 32803

#### ARTICLE VII - Restrictions on Transfer of Stock


Shareholders of the Professional Association shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Professional Association, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Association 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 Association; 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 Association may sell or transfer the stock in the corporation except to another individual who is eligible to be a shareholder of the Professional Association, and the sale or transfer be made only if it has been approved at a shareholders meeting. If any shareholder become legally disqualified to

practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations on his continuous rendering of such professional services on behalf of the Professional Association, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Association in accordance with the bylaws adopted by the shareholders or in accordance with the terms and conditions of a Shareholders Agreement entered into by and among the shareholders and the Professional Association.


ARTICLE VIII - Amendment to Articles

The Professional Association 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.

The undersigned has executed these Articles of Incorporation this 20th day of December, 1996.

  
Ronald E. Cabaniss

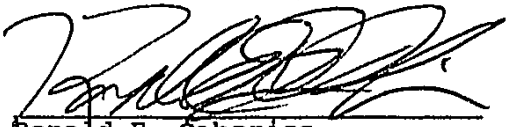
  
Francis M. McDonald, Jr.

  
Larry J. Smith

  
Michael J. Wiggins

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of CABANISS, MCDONALD, SMITH & WIGGINS, PROFESSIONAL ASSOCIATION.

  
Ronald E. Cabaniss