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HERBERT W. FISS

ATTORNEY AT LAW

January 2, 1997

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

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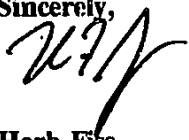
EFFECTIVE DATE
1-2-97

RE: CEDOLA & GUERRA, P.A.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Herb Fiss

enclosure

FILED
97 JAN -6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. CHANDLER

JAN 10 1997

ARTICLES OF INCORPORATION

OF

CEDOLA & GUERRA, P.A.

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TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is CEDOLA & GUERRA, P.A.

EFFECTIVE DATE
1-2-97

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 501 East Jackson Street, Suite 303, Tampa, Florida 33602.

ARTICLE III. COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV. PURPOSE

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.
3. The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of the Florida Bar in good standing and licensed in Florida to practice law.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules of the Florida Bar or by the provisions of these Articles of Incorporation.

ARTICLE V. CAPITAL STOCK

The number of common stock shares that this Corporation is authorized to have outstanding at any one time is 1000 (one thousand). Each common stock share shall have a par value of \$1.00 (one dollar). None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is Nelson A. Guerra, 501 East Jackson Street, Suite 303, Tampa, Florida 33602.

ARTICLE VII. SUBSCRIBERS AND OFFICERS

The names and addresses of the subscribers and officers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

Nelson A. Guerra (President and Treasurer)
501 East Jackson Street
Suite 303
Tampa, Florida 33602

Randall S. Cedola (Vice President and Secretary)
501 East Jackson Street
Suite 303
Tampa, Florida 33602

ARTICLE VIII. BOARD OF DIRECTORS

The shareholders of this Corporation shall have the power to choose not to have a board of directors. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a president, vice-president, treasurer, and a secretary.

ARTICLE IX. BYLAWS

The power to adopt bylaws shall be vested and reserved to the shareholders of this Corporation.

ARTICLE X. STOCK TRANSFER

Upon the death of a shareholder, he, his legal representatives, his estate and the legatees or distributees of his stock shall be obligated to sell and the Corporation shall be obligated to purchase all the stock owned by the shareholder.

In the event that any shareholder desires to sell, transfer, encumber or make any other disposition of any of his stock, whether such disposition is voluntary or involuntary, that shareholder shall be obligated to give notice of said sale, transfer, encumbrance of disposition to the president of the Corporation. The president or the remaining shareholders of the Corporation shall have the first right and option to purchase the stock, or any part of it.

ARTICLE XI. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida, then the Corporation shall require him to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as subscribers, hereby execute these Articles of Incorporation this 2nd day of January, 1997.

FW DRIVER LIC
G600 - 621 - 67 - 427-0


NELSON A. GUERRA

FL DRIVER LIC
C340 - 737 - 67 - 189-0


RANDALL S. CEDOLA

STATE OF FLORIDA
HILLSBOROUGH COUNTY

BEFORE ME, the undersigned authority, personally appeared NELSON A. GUERRA and RANDALL S. CEDOLA, who each produced a driver's license as identification, who did take an oath, and who acknowledged before me that they executed the foregoing Articles of Incorporation this 2nd day of January, 1997.



JANET E. ARNSON
My Comm Exp. 6/04/00
Bonded By Service Ins
No. CC559277
() Personally Known () Other ()


Florida Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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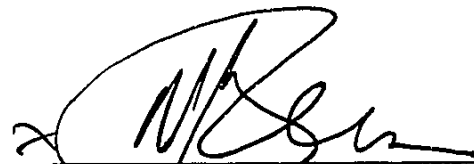
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is **CEDOLA & GUERRA, P.A.**
2. The name of the registered agent is Nelson A. Guerra.
3. The address of the registered agent is 501 East Jackson Street, Suite 303, Tampa, Florida 33602.

Acceptance

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.


By: NELSON A. GUERRA
Dated: 1-2-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA