

WILLIAM L. ROGERS
290 FAIRWAY CIRCLE
NAPLES, FLORIDA 34110

December 19, 1997

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

100002049361--4
-01/07/97--01165--017
****122.50 ****122.50

Re: William L. Rogers, P.A.

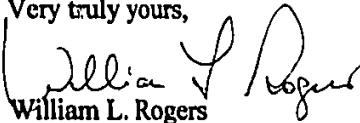
Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for William L. Rogers, P.A., together with my check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

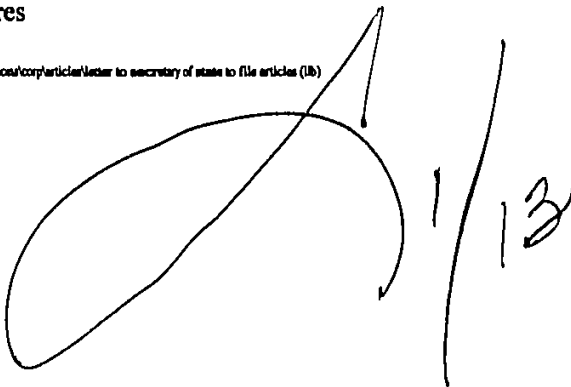
If you have any questions regarding this matter, please feel free to contact me.
Thank you very much for your attention and consideration.

Very truly yours,


William L. Rogers

Enclosures

Uniform transaction/corporation/letter to secretary of state to file articles (1b)



FILED
97 JAN -7 PH 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIAM L. ROGERS, P.A.
A PROFESSIONAL SERVICE CORPORATION

FILED
97 JAN -7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, duly licensed to practice law under the laws of the State of Florida, acting as the Incorporator, for the purpose of forming a corporation under the Florida "Professional Service Corporation Act," and Chapter 607 of the Florida statutes, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

- 1.01. The name of the Corporation is William L. Rogers, P.A.

ARTICLE TWO

DURATION

- 2.01. The duration of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

- 3.01. The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida, to take all actions that are necessary or proper in connection with that practice, and to engage in any activities allowed under the Florida "Professional Service Corporation Act."

ARTICLE FOUR

CAPITAL STOCK

- 4.01. The aggregate number of shares that the Corporation has authority to issue is 100, all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01. There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01. The street address of the initial registered office of the Corporation is 3777 Tamiami Trail North, Suite 201, Naples, Florida, 34103 and the name of the initial registered agent at that address is William L. Rogers.

6.02. The street address of the principal office of the Corporation is 3777 Tamiami Trail North, Suite 201, Naples, Florida 34103.

ARTICLE SEVEN

INCORPORATORS

- 7.01. The name and address of the incorporator is:

NAME

ADDRESS

William L. Rogers

290 Fairway Circle
Naples, Florida 34110

ARTICLE EIGHT

MANAGEMENT BY SHAREHOLDERS

8.01. The business of the Corporation shall be managed by the stockholders of the Corporation rather than by a board of directors.

ARTICLE NINE

PROFESSIONAL SERVICES

9.01. The professional services of the Corporation shall be rendered only through 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, 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 a law practice.

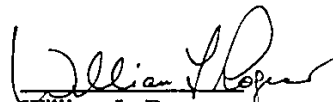
ARTICLE TEN

LIMITATIONS OF CORPORATE STOCK

10.01. No one other than an individual who is duly licensed to practice law under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

10.02. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida on the 19th day of December, 1996.


William L. Rogers,
Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

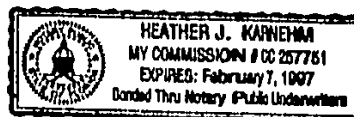
The foregoing instrument was acknowledged before me this 19th day of December, 1996, by William L. Rogers, who is personally known to me (or has produced _____ as identification) and did not take an oath.


Notary Public

HEATHER J. KARNEHM
Typed, Printed or Stamped Name

My Commission Expires:

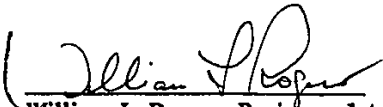
My Commission No: CC 257751



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: Dec. 19, 1996


William L. Rogers, Registered Agent

Uniform transactions/corporate/articles of incor. - professional corp

FILED
97 JAN -7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA