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Rachel A. Gorenflo
202 N. Laurel Avenue
Sanford, Florida 32771

January 12, 1997

Secretary of State,
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Rachel A. Gorenflo, P.A.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of RACHEL A. GORENFLO, P.A. which includes an acceptance by the registered agent.

Please send me by return mail a certified copy of the articles. A stamped, self-addressed envelope is enclosed for your convenience.

Also enclosed is a check in the amount of \$122.50 for the various fees.

Sincerely,


Rachel A. Gorenflo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
RACHEL A. GORENFLO, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the sole incorporator, do hereby submit these Articles of Incorporation for the purpose of becoming a professional corporation for profit under the provisions of Chapter 621 Florida Statutes, and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be RACHEL A. GORENFLO, P.A.

ARTICLE II

The general nature of the business to be transacted by the corporation shall and is to engage in every aspect of the general practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

This corporation shall not engage in any business other than the practice of law. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares with a par value of one dollar per share, all of which shall be

common stock of the same class. All stock issued shall be fully paid and of the same class. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to individuals authorized and licensed to practice law in the State of Florida.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be and is the sum of \$1,000.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

These Articles of Incorporation shall become effective on filing.

ARTICLE VII

The principal office of this corporation shall be located in the County of Seminole, State of Florida, and the street and mailing address of said principal office of the corporation shall be 202 N. Laurel Avenue, Sanford, Florida 32771.

ARTICLE VIII

The number of directors of this corporation shall be one initially. However, the number of directors may be increased or diminished from time to time.

ARTICLE IX

The name and street addresses of the sole member of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until her successors are elected and have qualified is RACHEL A. GORENFLO, 202 N. Laurel Avenue, Sanford, Florida 32771.

ARTICLE X

The name and street address of the sole subscriber of these Articles of Incorporation is RACHEL A. GORENFLO, 202 N. Laurel Avenue, Sanford, Florida 32771 who is licensed to practice law in the State of Florida.

The subscriber certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV above.

ARTICLE XI

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida and who are employees, officers or agents of this corporation or in the name of the corporation.

ARTICLE XII

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made

for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statue, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.
2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.
3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any other firm or corporation and any director or directors individually or jointly may be a party or

parties to and any be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction to in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from contracting with the corporation for the benefit of their self or any firm association or corporation in which they may be interested.

ARTICLE XIII

The initial street address of the corporation's registered office is 202 N. Laurel Avenue, Sanford, Florida 32771. The registered agent of the corporation at that address shall be RACHEL A. GORENFLO.

ARTICLE XIV

The name and address of the sole person signing these Articles of Incorporation is RACHEL A. GORENFLO, 202 N. Laurel Avenue, Sanford, Florida 32771.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in the office of the Secretary of state of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true, on this 13th day of January, 1997.


RACHEL A. GORENFLO
Incorporator

FILED
JAN 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared this day 13th day of January, 1997 Rachel A. Gorenflo who is personally known to me or who has produced _____ as identification and who is party to the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation as her voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and seal this 13th day of January, 1997.


Notary Public


My commission Expires



TERESA D MALIK
My Commission CC562360
Expires Mar. 20, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RACHEL A. GORENFLO, P.A. at the place of designation in the Article of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute S607.0501(3).


RACHEL A. GORENFLO