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January 15, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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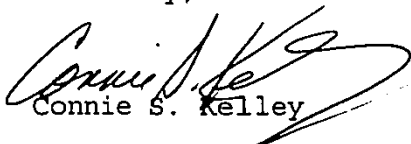
Re: Law Office of Connie S. Kelley, P.A.

Dear Sir:

In reference to the above, please find enclosed the following:

1. Two copies of Articles of Incorporation of Law Office of Connie S. Kelley, P.A.
2. Stamped, Self-Addressed Envelope for Return of Copy of Articles of Incorporation.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 for filing fees.

Sincerely,


Connie S. Kelley

Enclosures

688,671
2097-1244
B. REGISTER JAN 17 1997

ARTICLES OF INCORPORATION
OF
CONNIE S. KELLEY, P.A.

RECEIVED
DIVISION OF REVENUE
97 JUL 17 11:27

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of Law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is CONNIE S. KELLEY, P.A.

ARTICLE II
PURPOSE AND NATURE OF BUSINESS

The following 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 render the service of 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 III CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. 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 IV DURATION

The Corporation shall have perpetual existence.

ARTICLE V ADDRESS AND AGENT

The street address and mailing address of the principal office of the corporation is 233 Airport Road South, Naples, Florida 34104. The name and address of the initial registered agent of the corporation is: Connie S. Kelly, Esq., 233 Airport Road South, Naples, Florida 34104.

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

**ARTICLE VI
DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice Law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

**ARTICLE VII
SUBSCRIBERS**

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

Connie S. Kelley, Esq.
233 Airport Road South
Naples, Florida 34104

**ARTICLE VIII
RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

**ARTICLE IX
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 or accepts employment that places restrictions or limitations upon his or her continued

rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

**ARTICLE X
AMENDMENT**

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

**ARTICLE XI
BYLAWS**

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

**ARTICLE XII
SECTION 1244 STOCK**

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.


**ARTICLE XIII
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE XIV
RESTRICTIONS ON STOCK TRANSFERS**

Each shareholder of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15 day of January, 1997.



Connie S. Kelley, Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME personally appeared Connie S. Kelley, Esq., to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of January, 1997.





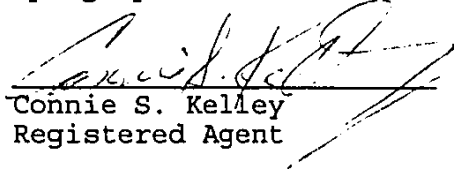
NOTARY PUBLIC

My commission expires:

(SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Connie S. Kelley
Registered Agent

FILED
SECRETARY
DIVISION
97 JUN 17 PM 11:27