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LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154
e-mail: nauta@peganet.com

Ernest A. Seemann
Ron van Gent

Elise B. Genzmer,
of Counsel

February 3, 1997

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

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RE: LAW OFFICES OF ERNEST A. SEEMANN, ESQ., P.A.

To whom it may concern,

Enclosed herewith is an executed original of the Articles of Incorporation for the above referenced company, together with our check for \$122.50. Please return a certified photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Yours sincerely,


Ron van Gent

encl.

FILED
97 FEB -5 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 6 1997 BSB

**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF ERNEST A. SEEMANN, ESQ., P.A.**

FILED

97 FEB -5 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Ernest A. Seemann, files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I.

NAME:

The name of this Corporation shall be:

LAW OFFICES OF ERNEST A. SEEMANN, ESQ., P.A.

II.

BUSINESS:

The purpose of this corporation shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary and proper in connection with that practice.

III.

PROFESSIONAL SERVICES

The professional services of the Corporation shall only be rendered through officers, employees, and agents who are duly licensed to practice law in the State of Florida.

IV.

SHARES:

The authorized capital stock of this Corporation shall consist of 100 shares of common stock, at \$10.00 par value per share.

V.

EXISTENCE:

The corporation shall have perpetual existence.

VI.

PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 4729 Del Prado Boulevard, Cape Coral, Florida 33904.

The initial registered agent for the Corporation is Ernest A. Seemann, Esq., 4729 Del Prado Boulevard, Cape Coral, Florida 33904.

VII.

DIRECTORS:

The Corporation shall have not less than 1 Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial director is:

Ernest A. Seemann, Esq. 4729 Del Prado Boulevard
Cape Coral, FL 33904


VIII.

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is:

Ernest A. Seemann, Esq. 4729 Del Prado Boulevard
Cape Coral, FL 33904

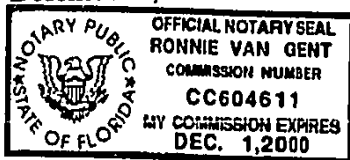
SUBSCRIBED at Cape Coral, Florida, this 31st day of January, 1997.



Ernest A. Seemann, Esq.

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 31st day of January 1997, before me, an officer duly qualified to take acknowledgments, personally appeared ERNEST A. SEEMANN, Esq., who is personally known to me, who executed the foregoing instrument and acknowledged before me that he executed the same.


My Commission Expires:
December 1, 2000




Ronnie Van Gent
Notary Public, State of Florida
Commission No.: CC604611

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.


Ernest A. Seemann