



**THE UNITED STATES
CORPORATION**
COMPANY

97 FEB 11 PM 4:07

ACCOUNT NO. : 072100000032777

REFERENCE : 256644 7122466

AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE : February 11, 1997

ORDER TIME : 2:45 PM

ORDER NO. : 256644-005

600002084746--7

CUSTOMER NO: 7122466

CUSTOMER: Ms. Debra S. Nickel
MACQUARRIE & ASSOCIATES, P.A.

2303 Se 17th Street
Ste. 201
Ocala, FL 34471

DOMESTIC FILING

NAME: MACQUARRIE & ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

Karen Rogers per Client **GAVE**
 AUTHORIZATION BY PHONE TO
 CORRECT ART II
 DATE 2-12-97
 DOC. EXAM 168

FILED
97 FEB 11 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MacQUARRIE & ASSOCIATES, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MacQUARRIE & ASSOCIATES, P.A.

The address of the principal office of this corporation shall be 2303 S.E. 17th Street, Suite 201, Ocala, Florida 34471-9109, and mailing address of the corporation shall be P.O. Drawer 1088, Ocala, Florida 34478-1088.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business within the legal profession permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent is 2303 S.E. 17th Street, Suite 201, Ocala, Florida 34471-9109, the mailing address of the registered agent is: P.O. Drawer 1088, Ocala, Florida 34478-1088, and the name of the initial registered agent of the corporation at that address is **Christopher J. MacQuarrie**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

CHRISTOPHER J. MacQUARRIE	2303 S.E. 17 th Street, Suite 201
Dir./Pres./Sec./Treas.	Ocala, Florida 34471-9109

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

CHRISTOPHER J. MacQUARRIE
2303 S.E. 17th Street, Suite 201
Ocala, Florida 34471-9109

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

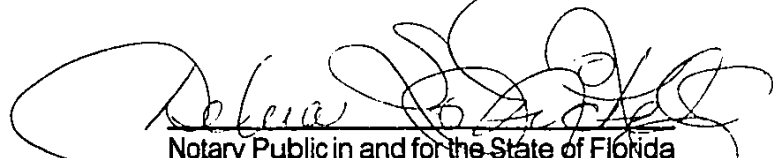
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on December 1, 1996.



Christopher J. MacQuarrie

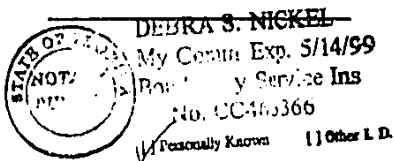
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public, personally appeared, Christopher J. MacQuarrie., to me known to be the person described as Agent and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December 1, 1996.



Notary Public in and for the State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the Corporation is: MacQuarrie & Associates, P.A.
2. The name of the registered agent is: Christopher J. MacQuarrie, street address: 2303 S.E. 17th Street, Suite 201, Ocala, Florida 34471-9109, mailing address: P.O. Drawer 1088, Ocala, Florida 34478-1088.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement hereby accept the appointment as registered agent and agree to Set 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.

DATED this 1st day of December, 1996.



Christopher J. MacQuarrie
Registered Agent

FILED
97 FEB 11 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97-1359/

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will be filmed
when RECEIVED.