

H. HUGH McCONNELL
ATTORNEY AT LAW

201 ALHAMBRA CIRCLE
SUITE 1102
CORAL GABLES, FL 33134

TELEPHONE: (305) 854-5131
FACSIMILE: (305) 448-8608
tertiusmcc@aol.com

February 19, 1997
P97000014218
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002083143--1
-02/11/97--01023--013
***122.50 ***122.50

Re: Articles of Incorporation for
H. HUGH McCONNELL, P.A.

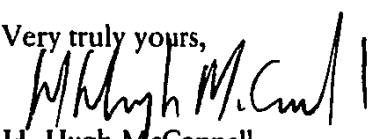
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporation. Also, enclosed please find check in the amount of \$122.50 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same (enclosed).

Thank you for your anticipated cooperation in this matter.

Very truly yours,


H. Hugh McConnell

HHM/ja



FILED
97 FEB 10 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
H. HUGH McCONNELL, P.A.**

The undersigned, an Attorney at Law, duly licensed to render services as such under the laws of the State of Florida, presents these Articles of the formation of a corporation under the provisions of The Professional Service Corporation Act, and other laws of the State of Florida, as amended.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

H. Hugh McConnell, P.A.

FILED
97 FEB 10 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render. 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 and may do all and everything necessary or incidental to the accomplishment of any of the foregoing.

ARTICLE IV

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors. Shares of the corporation's stock shall be issued only to attorneys licensed to practice law in the State of Florida

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one

(1). The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and address of the initial director is:

H. Hugh McConnell
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE VII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

H. Hugh McConnell
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

H. Hugh McConnell
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE IX

OWNERSHIP OF STOCK

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

In the event that a stockholder becomes disqualified to practice law in this State or accepts employment that, pursuant to law, places restrictions or limitations on his continued rendering of professional services as an attorney, he shall immediately sever all employment with and financial interest in the corporation.

No shareholder of this corporation may sell or transfer his shares in the corporation to anyone other than an attorney licensed to practice law in the State of Florida.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses

including legal expenses on appeal matter.

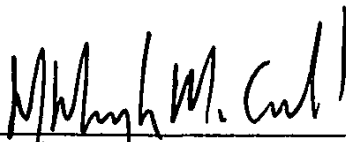
The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1997.



H. Hugh McConnell
Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

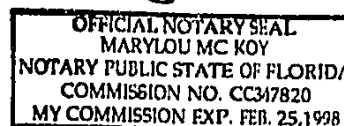
BEFORE ME, personally appeared **H. Hugh McConnell**, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 7th day of Feb, 1997



NOTARY PUBLIC
State of Florida at Large

My Commission expires:



**CERTIFICATE OF REGISTERED AGENT
OF
H. HUGH McCONNELL, P.A.**

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That **H. HUGH McCONNELL, P.A.**, desiring to organize under the laws of the State of Florida with its principal office in Coral Gables, Florida, has named H. Hugh McConnell, Esq., 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 7th day of February, 1997



H. Hugh McConnell, Esq.

FILED
97 FEB 10 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA