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MICHAEL A. U. O'QUINN
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EMPIRE BUILDING
28 W. CENTRAL BLVD.
ORLANDO, FLORIDA
32801

TELEPHONE: (407) 425-2884
TELEFAX: (407) 425-2890

May 10, 1996

Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 FEB 28 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000001819930
-05/14/96--01026--020
***122.50 ***122.50

RE: Michael A. U. O'Quinn, P.A.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Registered Agent Certificate for the above-referenced entity. It would be appreciated if you would incorporate same at your earliest convenience and return the copy to me at the address stated above. A check in the amount of \$122.50 has been enclosed to cover the incorporation fees.

Sincerely yours,

Kathy A. Palasz

Kathy A. Palasz
Legal Assistant

:kap
Enc.

5/11/96
WB-10784
630
JB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

KATHY A. PALASZ
28 W. CENTRAL BLVD. EMPIRE BLDG.
ORLANDO, FL 32801

SUBJECT: MICHAEL A.U. O'QUINN, P.A.
Ref. Number: W96000010784

We have received your document for MICHAEL A.U. O'QUINN, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00025171

**ARTICLES OF INCORPORATION
OF
MICHAEL A. U. O'QUINN, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MICHAEL A. U. O'QUINN, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State or on the date of execution of these Articles, if earlier.

ARTICLE III - PURPOSE

The particular purpose of the corporation shall be to engage in the practice of law.

This general nature of the business or businesses to be transacted by this corporation shall be and to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission persons and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such term as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law; to engage in any other business or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designed as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

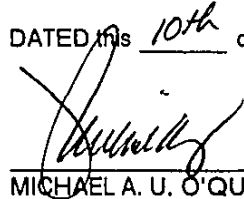
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034 of the Florida Statutes, the following is submitted:

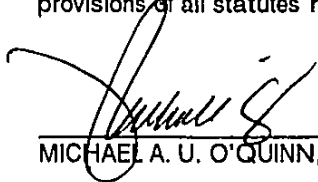
FIRST that MICHAEL A. U. O'QUINN, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 28 West Central Blvd., Orlando, Florida 32801, has named Michael A. U. O'Quinn as its agent to accept service of process within Florida.

DATED this 10th day of May, 1996.



MICHAEL A. U. O'QUINN

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



MICHAEL A. U. O'QUINN, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of May, 1996 by Michael A. U. O'Quinn who is personally known to me or who produced N/A as identification.



Kathy A. Palasz
Notary Public - State of Florida
Commission No.: CC 368374
Commission Exp.: 11/2/96



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1996

FILED
97 FEB 28 PM 3:20
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 28 West Central Blvd., Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Michael A. U. O'Quinn.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. the number of directors may either be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Director of this corporation is:

Michael A. U. O'Quinn
28 West Central Blvd.
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Michael A. U. O'Quinn, 28 West Central Blvd., Orlando, FL 32801.

ARTICLE IX - OFFICERS

The corporation shall have three offices which may be occupied by one individual. The initial officer and their initial occupants, which may be changed by vote of the Board of Directors or as otherwise provided in the By-laws are:

President/Secretary/Treasurer: Michael A. U. O'Quinn

ARTICLE X - POWERS

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors. Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any Stockholder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-laws and may be increased or decreased as shall be provided by the By-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such

vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by Statute.

D. It shall not be necessary for any officer of the corporation to be a Director or a Stockholder, except that the President must be both a Director and Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-laws of the corporation, and the date of such meeting may be changed from time to time as the By-laws may provide; and the manner of calling meetings of Stockholders and Directors may be fixed by the By-laws.

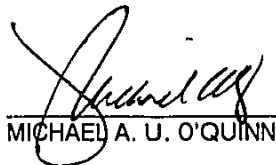
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 10th day of May, 1996.


MICHAEL A. U. O'QUINN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of May, 1996 by Michael A. U. O'Quinn who is personally known to me or who produced N/A as identification.


Kathy A. Palasz
Notary Public - State of Florida
Commission No.: CC 388374
Commission Exp.: 11/2/96



KATHYA PALASZ
My Commission CC388374
Expires Nov. 02, 1996