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Spurgin & Jaramillo
PROFESSIONAL ASSOCIATION

442 West Kennedy Blvd.
Suite 308
Tampa, Florida 33606

Tel (813) 254-7711
Fax (813) 254-7903

2240 S.W. 16th Court
Suite 101
Miami, Florida 33145

Tel (305) 854-2735
Fax (305) 856-3367

REPLY TO TAMPA

February 26, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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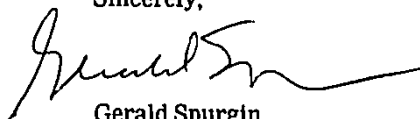
RE: Articles of Incorporation of Spurgin & Jaramillo, P.A.

Dear Secretary:

Enclosed for filing with the State of Florida are the Articles of Incorporation of Spurgin & Jaramillo, P.A. Also enclosed is a check in the amount of \$122.50 for the filing and certified copy fees. Please return the certified copy of the Articles to our office at the address listed below.

Thank you for your assistance.

Sincerely,



Gerald Spurgin
442 W. Kennedy Blvd.
Suite 308
Tampa, Florida 33606

Enclosures

97108-3 AM10:41
RECEIVED
STATE
DIVISION OF
CORPORATIONS

973/10/97

ARTICLES OF INCORPORATION

OF

SPURGIN & JARAMILLO, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Spurgin & Jaramillo, P.A.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(a) To provide legal services, and engage in any activity or business permitted under the laws of the United States and the State of Florida; and,

(b) The Corporation shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE III

The authorized capital stock of the corporation is 7500 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stock holders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the corporation shall be located at 442 W. Kennedy Boulevard, Suite 308, Tampa, Florida 33606, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the directors are as follows:

Gerald Brenna Spurgin
442 W. Kennedy Blvd.
Suite 308
Tampa, Florida 33606

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Gerald Brenna Spurgin
442 W. Kennedy Blvd.
Suite 308
Tampa, Florida 33606

and the officer of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Gerald Brenna Spurgin
442 W. Kennedy Blvd.
Suite 308
Tampa, Florida 33606

ARTICLE IX

The time and place of the annual stockholders' meeting shall be the September 1 of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent and registered office of this corporation is Gerald Brenna Spurgin, 442 W. Kennedy Blvd., Suite 308, Tampa, Florida 33606.

ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

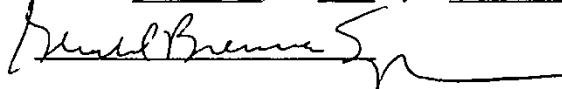
ARTICLE XIV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida, this 27th day of February, 1997.



GERALD BRENNA SPURGIN

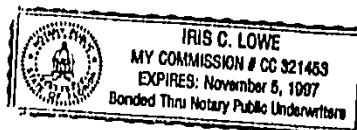
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned officer, this day personally appeared Gerald Brenna Spurgin, to me well known, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 27th day of February, 1997.

NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: _____




FILED
CLERK OF STATE
CORPORATIONS
97 MAR -3 1110:41

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

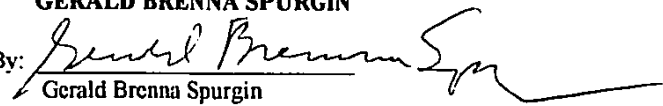
FIRST, That SPURGIN & JARAMILLO, P.A. qualifies under the laws of the State of Florida, with its
principal place of business in the City of Tampa, State of Florida, and has named Gerald Brenna Spurgin, as its
agent to accept service of process within Florida.

SPURGIN & JARAMILLO, P.A.,
a Florida Corporation.
By: 
GERALD BRENNAL SPURGIN, Incorporator

DATE: 2/27/97

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
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 AND COMPLETE PERFORMANCE OF MY DUTIES.

GERALD BRENNAL SPURGIN
By: 
Gerald Brenna Spurgin

DATE: 2/27/97