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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THOMAS W. AEWSTIN, P.A.

AUDIT NUMBER...... H97000003625

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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WBK-11-1897 11:30 EMPIRE CORPORATE KIT

. Re 3/11/01



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 3, 1997

EMPIRE

SUBJECT: THOMAS W. AUSTIN, P.A.

REF: W97000004946

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: H97000003625 Letter Number: 997A00010906 H9700003625

97 MAR 11 PH 1: 24 SECRETARY SERVICES

ARTICLES OF INCORPORATION OF THOMAS W. AUSTIN, P.A.

The undersigned acting as the incorporator of a corporation under the "PROFESSIONAL SERVICE CORPORATION ACT" and duly licensed or otherwise authorized to render legal services with the State of Florida adopts the following Articles of Incorporation for such corporation.

ARTICLE I CORPORATE NAME

THOMAS W. AUSTIN, P.A.

ARTICLE II NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation. The SPECIFIC PURPOSE is: The practice of Law.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

THIS INSTRUMENT PREPARED BY:
Scott B. likin
South Florida Tax Consultants
1940 Harrison Street, Suite 203
Hollywood, FL 33020

(Q54) 355-7675

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ARTICLE V EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

Thomas W. Austin 915 Middle River Drive, Suite 111 Fort Lauderdale, FL 33304

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract of other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall be either void or voidable because of such relationship or interest.

ARTICLE VII INCORPORATOR

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

Thomas W. Austin 915 Middle River Drive, Suite 111 Fort Lauderdale, FL 33304

ARTICLE VIII REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

Thomas W. Austin
915 Middle River Drive, Suite 111
Fort Lauderdale, FL 33304

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ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.

Registered Agent

Thomas W. Austin 915 Middle River Drive Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: March 2 1997

Incorporator

Thomas W. Austin 915 Middle River Drive, Suite 111 Fort Lauderdale, FL 33304 97 MAR II PH I:2