

997000027871

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 53711

RE: Wayne M. Pathman,
P.A.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 MAR 27 PM 1:05
TALLAHASSEE, FLORIDA
2nd

MAR 27 1997

TX

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	200002128772-5	_____
_____ Document Retrieval	-03/31/97--01117--017	_____
	***122.50	***122.50
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>Open</i>	_____	CK No. _____
BY	<i>3/27 12:00</i>	_____	_____
WALK-IN Will Pick Up	_____	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

97 MAR 27 AM 11:39
RECEIVED
DIVISION OF CORPORATE CONNECTION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from _____
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
WAYNE M. PATHMAN, P.A.
A PROFESSIONAL CORPORATION

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97 MAR 27 PM 1:05
STATE OF FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be WAYNE M. PATHMAN, P.A.

ARTICLE II

PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- (a) To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

(a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar and No/100 (\$1.00) per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the Corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

DURATION

The Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

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

Suite 3660
One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Wayne M. Pathman, Esq.
Suite 3660
One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addressees of the initial Directors of this Corporation are:

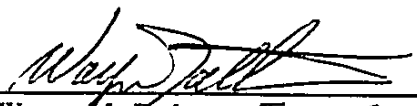
Wayne M. Pathman
Suite 3660
One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in connection with or arising by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 25th day of March, 1997.


Wayne M. Pathman Incorporator
Suite 3660
One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

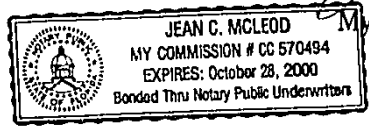
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Wayne M. Pathman, who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in said County and State, this 25th day of March, 1997.



Notary Public, State of Florida
Serial No.:



My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

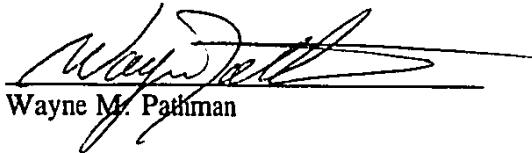
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97 MAR 27 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is "Wayne M. Pathman, P.A."
2. The name and address of the registered agent and office is:

Wayne M. Pathman, Esq.
Suite 3660
One Biscayne Tower
2 South Biscayne Tower
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Wayne M. Pathman

Dated: March 25th, 1997.