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LAWRENCE K. JUDD
ATTORNEY AT LAW
1041 S.E. 17TH STREET
FORT LAUDERDALE, FLORIDA 33316
(954)525-3300
FAX (954)462-8456

March 20, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/25/97--01023--006
****122.50 ****122.50

Re: Incorporation of Lawrence K. Judd, P.A.

Gentlemen/women:

Articles of Incorporation for the above-referenced new Florida corporation are enclosed for filing, together with a photocopy of the articles and our check for \$122.50, representing the following fees:

Filing.....	\$ 35.00
Registered Agent Designation....	35.00
Certified copy of articles.....	<u>52.50</u>
Total:	\$122.50

Please return the certified copy of the articles of incorporation to our office address.

Thank you for your services.

Sincerely,



Lawrence K. Judd

LKJ/
encl.

MAR 26

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97 MAR 25 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAWRENCE K. JUDD, P.A.

FILED

97 MAR 25 AM 10:22

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is LAWRENCE K. JUDD, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1041 S.E. 17th Street, Ft. Lauderdale, FL 33316.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1041 S.E. 17th Street, Ft. Lauderdale, Florida 33316. The name of the initial registered agent at that address is Lawrence K. Judd.

ARTICLE VII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber are:

Name

Address

Lawrence K. Judd

1041 S.E. 17th Street
Ft. Lauderdale, FL 33316

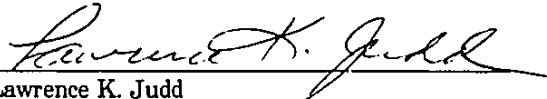
ARTICLE XIII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice of law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE IX. AMENDMENT

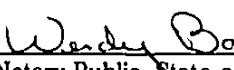
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on the 20 day of March, 1997.


Lawrence K. Judd

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of incorporation were acknowledged before me on this 20th day of March, 1997, by Lawrence K. Judd, who is personally known to me or who produced _____ as identification.


Notary Public, State of Florida



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

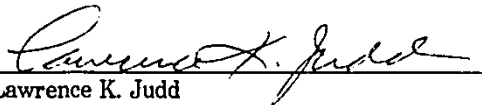
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **LAWRENCE K. JUDD, P.A.**
2. The name and address of the registered agent and office is:

Lawrence K. Judd
1041 S.E. 17th Street
Ft. Lauderdale, FL 33316

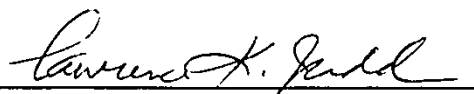

Lawrence K. Judd

Title: Incorporator

Date: March 20, 1997

ACCEPTANCE OF REGISTERED AGENT

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 IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Lawrence K. Judd, Registered Agent

Date: March 20, 1997