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CUSTOMER NO: 7121927

CUSTOMER: Martha J. Cook, Esq
COOK & BELL MEDIATION GROUP

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100 S. Ashley Drive
Tampa, FL 33602

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97 APR -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THOMAS C. MACDONALD, JR., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

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97 APR -4 AM 10:24
DIVISION OF CORPORATION

84 APR - 4 1997

EFFECTIVE DATE
4/3/97

**ARTICLES OF INCORPORATION
OF
THOMAS C. MACDONALD, JR., P.A.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator adopts these Articles of Incorporation to incorporate a professional corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

ARTICLE I. NAME AND ADDRESS

The name of the Professional corporation is THOMAS C. MACDONALD, JR., P.A. The mailing address of the professional corporation and the address of its principal business office are 1904 Holly Lane, Tampa, Florida 33629.

ARTICLE II. PURPOSE

The purpose of the professional corporation is to engage in the practice of law through its agents, officers, and employees who are duly licensed or otherwise legally authorized to render those professional services within the State of Florida. The professional corporation shall not engage in any business other than the practice of law.

ARTICLE III. CORPORATE POWER

The professional corporation has all the powers conferred on a corporation organized under the Florida Business Corporation Act, except that the professional corporation does not have the power to engage in any business other than the practice of law. Nevertheless, the professional corporation may invest its funds in bonds, stocks, mortgages, real estate, and other kinds of investments, and the professional corporation may own any real and personal property that is necessary for the practice of law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that the professional corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share. The professional corporation shall not issue any shares of capital stock to anyone who is not duly licensed to otherwise legally authorized to practice law in the State of Florida. A shareholder of the professional corporation shall not sell or transfer his or her shares in the professional corporation to anyone who is ineligible to be a shareholder of the professional corporation. And any attempted sale or transfer to an ineligible person will be invalid. Further, a shareholder of the professional corporation shall not enter into a voting trust agreement or any other agreement that vests in another person the authority to exercise the voting power of any of the shareholder's shares in the professional corporation, and any such agreement will be invalid.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the professional corporation is 1904 Holly Lane, Tampa, Florida 33629, and the name of the professional corporation's initial registered agent at that address is Thomas C. MacDonald, Jr.

ARTICLE VI. INITIAL DIRECTOR

The professional corporation initially will have one director. The number of directors may be increased or decreased from time to time as provided in the professional corporation's by laws. The name and street address of the initial sole director are as follows:

Thomas C. MacDonald, Jr.
1904 Holly Lane
Tampa, Florida 33629

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

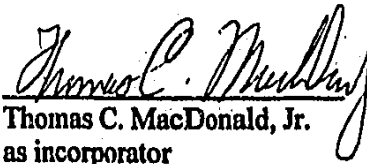
Thomas C. MacDonald, Jr.
1904 Holly Lane
Tampa, Florida 33629

The incorporator assigns to the corporation his rights under section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to these persons designed by the Board of Directors of the professional corporation any rights that she has as incorporator to acquire any of the capital stock of the corporation. This assignment will be effective on the date when corporate existence begins.

ARTICLE VIII. EFFECTIVE DATE

The existence of the professional corporation will begin on the date when these Articles of Incorporation are executed by the incorporator.

EXECUTED: April 3, 1997.


Thomas C. MacDonald, Jr.
as incorporator

THOMAS C. MACDONALD, JR., P.A.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 07.0501, Florida Statutes, the following is submitted:

That Thomas C. MacDonald, Jr., P.A., a professional service corporation organized under the laws of the State of Florida, has named Thomas C. MacDonald as its agent to accept service of process within the State of Florida at its registered office at 1904 Holly Lane, Tampa, Florida 33629.

Having been named to accept service of process for THOMAS C. MACDONALD, JR., P.A. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Professional Service Corporation and Limited Liability Company Act and Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: April 2, 1997


Thomas C. MacDonald, Jr.

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