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BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

Please Call  
Elizabeth at  
561-3010  
when ready.  
Thanks

April 10, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Ellis, Spencer and Butler, P.A.  
Our File No. 4201.002

Dear Sir or Madam:

000002140790--3  
-04/11/97--01082--016  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

BERGER DAVIS & SINGERMANN

*Robin L. Goldston*

Robin L. Goldston  
Legal Assistant

Enc.

cc: Robert P. Keeley, Esq.  
James B. Davis, Esq.

FILED  
97 APR 11 PM 2:46

K.R. APR 11 1997

RECEIVED  
97 APR 11 PM 1:15  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
ELLIS, SPENCER AND BUTLER, P.A.

FILED  
97 APR 11 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Ellis, Spencer and Butler, P.A.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

4601 Sheridan Street, Suite 505  
Hollywood, Florida 33021

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional legal services in the State

of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice law in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional legal services.

#### ARTICLE V

##### CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of Class A voting common stock with a par value of One Dollar (\$1.00) per share, and Ten Thousand (10,000) shares of Class B non-voting common stock with a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI

##### LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is an attorney duly licensed to practice law in the State of Florida.

#### ARTICLE VII

##### DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional legal services to

the public, becomes legally disqualified to practice law in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional legal services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of Shareholders and their successor(s) shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
William Spencer	4601 Sheridan Street, Suite 505 Hollywood, Florida 33021
Robert P. Keeley	4601 Sheridan Street, Suite 505 Hollywood, Florida 33021

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name  
James B. Davis

Address  
100 N.E. Third Avenue, Suite 400  
Fort Lauderdale, Florida 33301

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

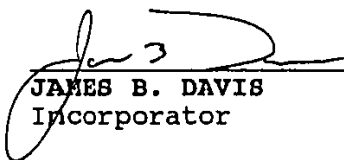
The street address of the initial registered office of the Corporation is Berger Davis & Singerman, Professional Association, 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is James B. Davis.

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders owning a majority of the issued and outstanding shares of Class A voting common stock. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

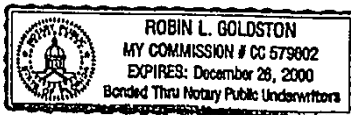
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1997.

  
\_\_\_\_\_  
JAMES B. DAVIS  
Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

Sworn to and subscribed before me this 9th day of April, 1997,  
by JAMES B. DAVIS, who is personally known to me.

NOTARY PUBLIC:



Sign: *Robin L. Goldston*  
Print Name: Robin L. Goldston  
Commission No.: CC579802  
My Commission Expires: 12/26/00

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of ELLIS, SPENCER AND BUTLER, P.A., as made in the foregoing Articles of Incorporation, and agree to act in such 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 obligations of my position as initial Registered Agent of ELLIS, SPENCER AND BUTLER, P.A.

Date: April 9, 1997

*[Signature]*  
JAMES B. DAVIS  
Initial Registered Agent

FILED  
97 APR 11 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA