

P97000034453

TRANSMITTAL LETTER

FROM:

SOUZA & GILBERT, P.A.
2620 West Kennedy Blvd.
Tampa, FL 33609

April 10, 1997

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certificate of designation of registered office and registered agent for the above named corporation.
3. A certified check in the amount of \$ 70 for filing fees.

400002144774--S
-04/16/97-01045-016
*****70.00 *****70.00

A certified copy is NOT requested.

Please send responses or receipts concerning this filing to the following address:

SOUZA & GILBERT, P.A.
2620 West Kennedy Blvd.
Tampa, FL 33609

Thank you for your time and attention to this matter.

APR 17 1997 BSRB

Very Truly Yours,

Guy H. Gilbert

Guy H. Gilbert, Attorney at Law

FILED
97 APR 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUZA & GILBERT, P.A.**

FILED
97 APR 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be: SOUZA & GILBERT, P.A.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 2620 West Kennedy Blvd., Tampa, Florida 33609 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest 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. PERPETUAL 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 two (2) shares of common stock, having no par value. None of these 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 AGENT

The street address of the initial registered office of the corporation shall be 2620 West Kennedy Blvd., Tampa, Florida 33609 and the name of the initial registered agent of the corporation at that address is Guy H. Gilbert.

ARTICLE VII. OFFICERS AND DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist two (2) members. The names and addresses of the members of the first Board of Directors are:

Guy H. Gilbert
James G. Souza

2620 West Kennedy Blvd., Tampa, FL 33609
2620 West Kennedy Blvd., Tampa, FL 33609

ARTICLE VIII. SUBSCRIBERS

The name and street address of the persons signing these articles of incorporation as subscribers is:

Guy H. Gilbert
James G. Souza

2620 West Kennedy Blvd., Tampa, FL 33609
2620 West Kennedy Blvd., Tampa, FL 33609

ARTICLES IX. RESTRAINT ON ALIENATION OF SHARES

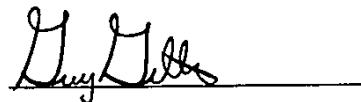
The shareholders or the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority or the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event or 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 or 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 or 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 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.

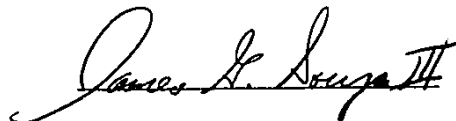
ARTICLE X. AMENDMENT

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 subscribers executed these articles of incorporation this 10th day of April, 1997.



GUY H. GILBERT, ESQUIRE

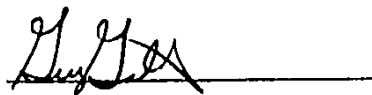


JAMES G. SOUZA, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Guy H. Gilbert, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Florida Statutes.



Guy H. Gilbert

FILED

97 APR 16 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

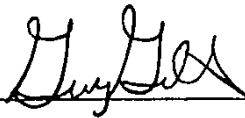
ASSIGNMENT BY THE SUBSCRIBERS
OF THE ARTICLES OF INCORPORATION OF
SOUZA & GILBERT, P.A.

Guy H. Gilbert, Esquire and James G. Souza, Esquire for value received hereby assigns any and all
rights they may have as such subscribers to the following:

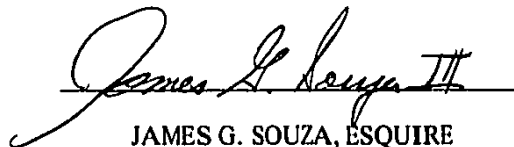
SOUZA & GILBERT, P.A.

Dated: 4/10/97

BY:



GUY H. GILBERT, ESQUIRE



JAMES G. SOUZA, ESQUIRE