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KENNETH JOHANSEN, ATTORNEY AT LAW
6927 Shady Acres Boulevard, New Port Richey, FL 34653
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April 24, 1997

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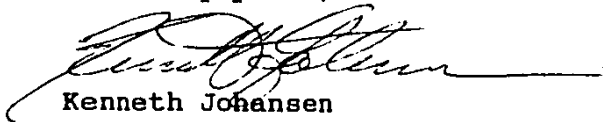
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-14 70 7-31 96-1004

Dear Division of Corporations:

Please find enclosed the Articles of Incorporation for Kenneth Johansen, P.A., along with the Acceptance By Registered Agent. I have also enclosed checks for the filing fees.

Sincerely yours,


Kenneth Johansen

KJ/sah
Enclosures

FILED
97 APR 30 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KENNETH JOHANSEN, P.A.**

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 Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION

The name of this corporation shall be KENNETH JOHANSEN, P.A.

II

PURPOSES

The general nature and purposes 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 of 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 attorneys 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 engage in no other business other than the rendition of the professional services specified herein.
- e. 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.

III

CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$3.00 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 corporations's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 6927 Shady Acres Boulevard, New Port Richey, Florida 34653 and the name of its initial registered agent at said address is KENNETH JOHANSEN

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

KENNETH JOHANSEN
6927 Shady Acres Boulevard
New Port Richey, Florida 34653

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 addresses of the initial Directors of this corporation are:

KENNETH JOHANSEN
6927 Shady Acres Boulevard
New Port Richey, Florida 34653

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at

a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ACCEPTANCE BY REGISTERED AGENT
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT KENNETH JOHANSEN, P.A. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 6927 SHADY ACRES BOULEVARD, NEW PORT
RICHEY, FLORIDA 34653. MAILING ADDRESS FOR KENNETH JOHANSEN, P.A.,
IS 6927 SHADY ACRES BOULEVARD, NEW PORT RICHEY, FLORIDA 34653.

KENNETH JOHANSEN, P.A., STATE OF FLORIDA, HAS NAMED KENNETH
JOHANSEN, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Handwritten Signature]
PRESIDENT

DATE

April 24, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

SIGNATURE

[Handwritten Signature]
REGISTERED AGENT

DATE

April 24, 1997

FILED
97 APR 30 PM 1:23
STATE
TALLAHASSEE, FLORIDA