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David B. Etherington

Brenda Chambliss

May 5, 1997

Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

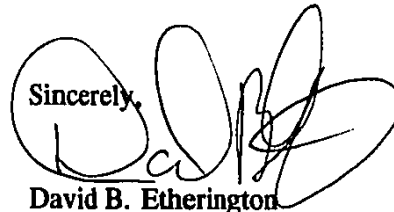
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Dear Sirs/Ladies:

Enclosed are two copies of the Articles of Incorporation, one for filing and one to be stamped with the filing date and returned to this office. Enclosed is a check for \$70.00 for the filing fees and the Registered Agent Designation.

Please address all correspondence to the above named office.

Sincerely,



David B. Etherington
For the Firm.

Enclosures
DBE/vl

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MAY 9 - 1997

**ARTICLES OF INCORPORATION
OF
W.J. RICHEY & ASSOCIATES, P.A.**

FILED
97 MAY -7 PM 3:44
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The Name of the Professional Association shall be W.J. RICHEY & ASSOCIATES, P.A..
The name of the Professional Association may be amended from time to time as provided for in the By-Laws of the Professional Association.

ARTICLE II. DURATION

The duration of the Professional Association shall be perpetual, unless sooner dissolved as provided for in the By-Laws of the Professional Association. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE III. PURPOSE

The general purposes for which this Professional Association is initially authorized shall include:
the transaction of any or all lawful business for which a Professional Association may be incorporated under Florida Statutes, Chapter 607.

ARTICLE IV. SHARES

All initially issued shares of stock of the Professional Association shall be common voting stock. The aggregate number of share of stock which the Professional Association shall have the authority to issue shall be 1,000 shares each having a par value of \$.01.

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the Professional Association shall have pre-emptive rights in purchasing additional shares of stock of the Professional Association.

ARTICLE VI. INITIAL REGISTERED OFFICE/PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office and principle place of business of the Professional Association shall be 44432 NW 23rd Ave., Suite 2, Gainesville, FL 32606

The initial Resident Agent of the Professional Association shall be:

W.J. Richey,

with street address of:

44432 NW 23rd Ave., Suite 2, Gainesville, FL 32606

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of the Professional Association shall at all times contain not less than one (1) and not more than five (5) members. The current members of the Board of Directors are:

(1) W.J. Richey

ARTICLE VIII. POWERS OF THE BOARD OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make or alter the by-laws of the Professional Association.

To fix the amount to be reserved as working capital over and above its capital stock paid in.

Articles of Incorporation

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To authorize and cause to be executed mortgages and liens upon the real and personal property of this Professional Association.

From time to time to determine whether and to what extent, and at what time and places, and under what consideration and regulations, the accounts and books of this Professional Association (other than stock books), or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right of inspecting any account, book or document of this Professional Association except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of the stockholders of record holding stock in the Professional Association entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the Professional Association entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of the Professional Association, including its goodwill and its corporate franchise, or any property or assets essential to the business of the Professional Association, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the Professional Association.

This Professional Association may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conveyed upon them by statute.

ARTICLE IX. AMENDMENTS

These Articles of InProfessional Association may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of InProfessional Association be made.

ARTICLE X. INCORPORATORS

The Incorporator of this Professional Association is:

W.J. Richey
4432 NW 23rd Ave., Suite 2, Gainesville, FL 32606

ARTICLE XI. OFFICERS

The original officers of this Professional Association are:

President	W.J. Richey
Vice President	W.J. Richey
Secretary	W.J. Richey
Treasurer	W.J. Richey

IN WITNESS WHEREOF, the undersigned has executed these Articles of InProfessional Association, dated this 1 day of ~~April~~^{may}, 1997.

W.J. Richey
W.J. Richey, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 1 day of ~~April~~^{may}, 1997, by **W.J. Richey** who has produced a FLORIDA drivers license as identification and did take an oath.

[Signature]
Notary Public



David B. Etherington
MY COMMISSION # CC573370 EXPIRES
November 5, 2000
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said
act:

That **W.J. RICHEY & ASSOCIATES, P.A.**, desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of
Gainesville, County of Alachua, State of Florida, has named **W.J. Richey**, 44432 NW 23rd Ave.,
Suite 2, Gainesville, FL 32606, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Professional
Association, at the place designated in this certificate, I hereby accept to act in this capacity and
agree to comply with the provision of said Act relative to keeping open said office.

W.J. Richey
W.J. Richey, Resident Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 1 day of April, 1997, by **W.J.
Richey**, who has produced a Id. from Bureau as identification and did take an oath.



David B. Etherington
MY COMMISSION # CC573978 EXPIRES
November 5, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

Notary Public



David B. Etherington
MY COMMISSION # CC573978 EXPIRES
November 5, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

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