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May 13, 1997

VIA CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

Secretary of the State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Articles of Corporation*

200002180432--1
-05/15/97--01114--017
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Corporation and Certificate of Registered Agent, and Scott J. Uricchio's check in the amount of \$122.50 to cover costs of filing and providing the undersigned with a certified copy of the Articles of Corporation as filed. Please return the certified copy to me via U.S. Mail, in the enclosed post-paid, pre-addressed envelope.

Please do not hesitate to contact the undersigned directly at 407-425-2684 if you have questions or comments regarding this matter.

Sincerely,

FOWLER, BARICE & FEENEY, P.A.

Michael A. U. O'Quinn /s/

Michael A. U. O'Quinn

P.H.
5/19/97

ARTICLES OF INCORPORATION OF
SCOTT J. URICCHIO, P.A.

FILED
97 MAY 15 PM 2:46

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of attorney at law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is:

SCOTT J. URICCHIO, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1009 East Highway 436, City of Altamonte Springs, County of Seminole, State of Florida 32715. The name of the initial registered agent of the corporation, located at that office, is SCOTT J. URICCHIO.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to:

- a. engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law;
- b. own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees or agents, each of whom has been admitted to the bar of and is duly authorized to practice law in the State of Florida.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have no par value.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will be formed to practice the profession of attorney at law is not less than \$4,000.00

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATORS

The name and street address of the incorporator is:

Michael A. U. O'Quinn
28 West Central Blvd., Fourth Floor
Orlando, Florida 32801

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

Scott J. Uricchio
1009 East Highway 436
Altamonte Springs, Florida 32715

The initial director shall hold office until successor(s) are elected and qualified as provided in the bylaws. Then, the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

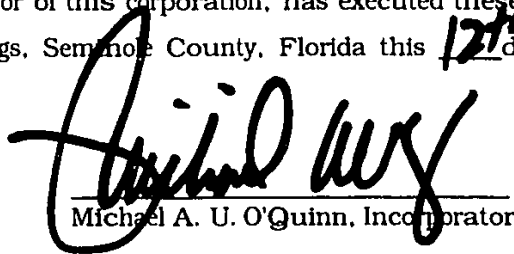
The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 60 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, with each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

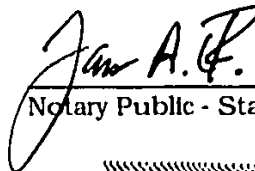
The undersigned incorporator of this corporation, has executed these articles of incorporation at Altamonte Springs, Seminole County, Florida this 12th day of May, 1997.

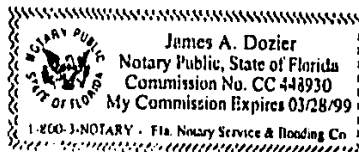

Michael A. U. O'Quinn, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Michael A. U. O'Quinn, to me personally known, who executed the foregoing document this 12th day of May, 1997.


Notary Public - State of Florida



CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

97 MAY 15 PM 2:46

TELLA, FLORIDA

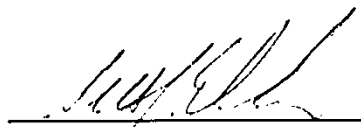
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the follow is submitted:

That SCOTT J. URICCHIO, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 1009 East Highway 436, City of Altamonte Springs, County of Seminole, State of Florida 32715, has named Scott J. Uricchio, Esquire, 1009 East Highway 436, City of Altamonte Springs, County of Seminole, State of Florida 32715, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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 registered agent.

DATED: this 12th day of May, 1997



Scott J. Uricchio, Esquire
Registered Agent