## P97000046927

Thank you for all your help in answering my questions during our Telecon dated 23 May.

Would you please send all paperwork associated with this Incorporation to the following:

GAIL F. CONOLLY
433 HARBOR DR. NORTH
INDIAN ROCKS BEACH, FL
33785.

Thanks again! David Convely.

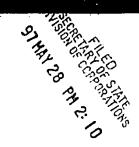
Pro 122

FORM I

## CERTIFICATE OF INCORPORATION



GAIL F. CONOLLY P.A.



THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:
FIRST IDENTIFICATION
The name of the corporation, hereinafter referred to as the "Corporation," is GAIL F. CONOLLY P.A.
SECOND PERIOD OF EXISTENCE
The period during which the corporation shall continue is perpetual.
THIRD  REGISTERED OFFICE AND REGISTERED AGENT GAIL F. CONOLLY 1001 CENTER 13575 58th ST. North, Suite 200
The address of the initial registered office of the Corporation is <u>CLEARWATER</u> , FL 34620-3721 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the
Corporation may be served, is SAME.  The principal office address shall be the same.
FOURTH PURPOSE
The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.
FIFTH SHARES
The total authorized capital stock of the Corporation is 10 shares having a
Par Value of All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.
SIXTH INCORPORATOR'S ADDRESS
The name and post office address of the Incorporator of the Corporation is as follows:
GAIL F. CONOLLY

433 HARBOR DRIVE NORTH

INDIAN ROCKS BEACH, FL 33785

## SEVENTH DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mail ing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Gail F. Conolly
433 Harbor Drive South
Indian Rocks Beach, FL 33785

CIVISION 28 PH 2: 10

## EIGHTH INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be at time of issuance.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

27th day of May, 1997

NINTH PURPOSE

NATURE OF BUSINESS: Attorney At Law

By my signature below I hereby accept designation as registered agent.

(813) 878-7371 (Temp. work No.)

Gail F. Conolly (813) 593-9315 (Home)

(Incorporator) (Registered Agent)