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Shawn-

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 Conolly.

97 MAY 28 PM 2:10
DIVISION
SECRETARY OF STATE

Glade
5/28

FORM I

**CERTIFICATE OF INCORPORATION
OF**

GAIL F. CONOLLY P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 PM 2:10

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**

The address of the initial registered office of the Corporation is GAIL F. CONOLLY
ICOT CENTER 13575 58th ST. North, Suite 200
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 CLEARWATER, FL 34620-3721
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 NONE. 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 mailing 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

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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)