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JO CLAIRE SPEAR, ESQUIRE
1146 35th Avenue N.E.
St. Petersburg, FL 33704
Telephone (813) 823-8440
June 13, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Jo Claire Spear, P.A. **EFFECTIVE DATE**
12-11-97

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-06/16/97--01127--001
*****70.00 *****70.00

To Whom it May Concern:

Enclosed are the original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

Your attention is directed to Article II of the Articles of Incorporation which could state a specific commencement date for this corporation. Please make sure your records indicate the correct effective date if one is indicated.

A NationsBank money order in the amount of \$70.00 is enclosed to cover the Registered Agent fee (\$35.00) and the filing fee (\$35.00).

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents.

Very truly yours,


Jo Claire Spear

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97 JUN 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 17 1997

ARTICLES OF INCORPORATION OF

JO CLAIRE SPEAR, P.A.

EFFECTIVE DATE
10-11-97

ARTICLE I - NAME

The name of this corporation is: Jo Claire Spear, P.A.

ARTICLE II - DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

To engage in the practice of law and render legal services to the public for pecuniary profit under the provisions of Chapter 607 of the Florida Statutes and other applicable laws.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 877 Executive Center Drive West, Suite 303, St. Petersburg, Florida 33702.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the initial Registered Agent of this corporation is: Jo Claire Spear, Esquire, 877 Executive Center Drive West, Suite 303, St. Petersburg, Florida 33702.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Jo Claire Spear, Esquire, 877 Executive Center Drive West, Suite 303, St. Petersburg, Florida 33702.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Jo Claire Spear, Esquire, 877 Executive Center Drive West, Suite 303, St. Petersburg, Florida 33702.

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TALLAHASSEE, FLORIDA

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

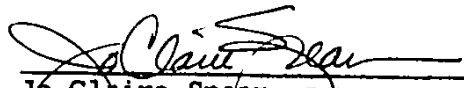
ARTICLE X - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI - INFORMAL DIRECTOR OR SHAREHOLDER ACTION

The director(s) of this Corporation may act by written agreement without a meeting if the action is taken by all members of the Board of Directors, as provided in Section 607.0821 of the Florida Statutes. Similarly, the holders of outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Section 607.0704 of the Florida Statutes.

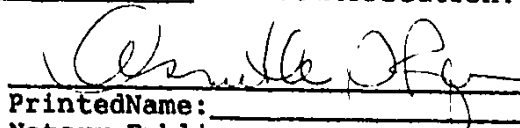
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as of the day and year set forth in the notarial acknowledgement below.


Jo Claire Spear, as
Incorporator

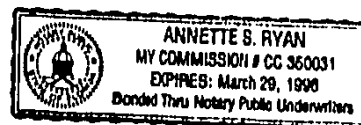
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of June, 1997, by Jo Claire Spear. She is personally known to me or has produced _____ as identification.

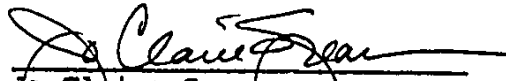

Printed Name: _____
Notary Public
Serial #: _____
My Commission Expires: _____

(Notary Seal)



CERTIFICATE OF ACCEPTANCE AND ACKNOWLEDGEMENT

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


Jo Claire Spear, as
Registered Agent

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