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LAND USE COORDINATOR
PETER D. BACHELER

June 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
6-17-97

FILED
97 JUN 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
Law Office of James S. Lupino, P.A.

200002218962--3
-06/20/97--0113--002
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the two original Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50 to cover the cost of filing same. Please return a conformed copy of the Articles to our office at the above letterhead address.

Sincerely,

James S. Lupino

JSL:db
Enclosures

JUN 19 BSB

RECEIVED
97 JUN 18 PM 3:05
DIVISION OF CORPORATIONS

FILED

97 JUN 19 PM 3:45

STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-17-97

ARTICLES OF INCORPORATION

OF

LAW OFFICE OF JAMES S. LUPINO, P.A.

I, THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, an attorney duly licensed to render services as such under the Laws of the State of Florida, hereby present these Articles for formation of a Corporation pursuant to the Professional Service Corporation Act, Fla. Stat Section 621, and other Laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

LAW OFFICE OF JAMES S. LUPINO, P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by Corporation is: The practice of law.

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the Laws of the State of Florida is authorized to render, including but not limited to the practice of law; but such professional services shall be rendered only through officers, employees and agents who are duly licensed to practice law or are otherwise legally authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate,

mortgages, stocks, bonds or other types of investment, and to own real and personal property necessary for the rendering of professional legal services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, or the obtaining of any of the objects, or the furtherances of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherances of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

Stocks

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One and no/100ths (\$1.00) Dollars per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

Initial Capital

The amount of capital with which the Corporation will begin business is in excess of Five Hundred and no/100ths (\$500.00) Dollars.

ARTICLE V

Term of Existence

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles.

ARTICLE VI

Initial Registered Agent and Address

The initial Post Office address of the principal office of the Corporation in the State of Florida is 90130 Old Highway, Tavernier, Florida 33070. The initial Registered Agent of the Corporation at that address is JAMES S. LUPINO.

ARTICLE VII

Directors

The business the Corporation shall be managed by the Board of Directors. The number of Directors constituted in the entire Board shall be not less than one (1); and subject to such minimum may be increased or thereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

ARTICLE VIII

Initial Directors

The name and street address of the initial member of the first Board of Directors who, subject to the provisions of the

Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified, is:

JAMES S. LUPINO - 90130 Old Highway, Tavernier, Florida 33070

ARTICLE IX

Subscribers

The name and street address of the person signing the Articles of Incorporation as Subscriber, who is an attorney, duly licensed under the Laws of the State of Florida to render services as such, the number of share of stock he agrees to take, and the value of the consideration therefor is:

JAMES S. LUPINO - 90130 Old Highway, Tavernier, Florida 33070

500 shares

ARTICLE X

Voting Trusts

No shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

Cumulative Voting for Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock, multiplied by the number of

Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be votes for, or any one (1) or more of them, as he may see fit.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XIII

Removal of Directors

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

ARTICLE XIV

Restraint on Alienation of Shares

No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV

Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.

2. To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE XVI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote

thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation, this 17 day of June, 1997.

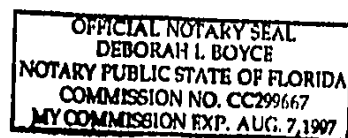
JAMES S. LUPINO

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared JAMES S. LUPINO, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth, I relied upon the following form of identification for the above named person personally known and that an oath was (was not) taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Tavernier, Monroe County, Florida, this 17 day of June, 1997.

Deborah L. Boyce
Notary Public
Print Name Deborah L. Boyce
My Commission Expires:



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

In compliance with Section 621, Florida Statutes, the following is submitted:

First--that **LAW OFFICE OF JAMES S. LUPINO, P.A.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 90130 Old Highway, Tavernier, Florida 33070, State of Florida, has named **JAMES S. LUPINO**, located at 90130 Old Highway, City of Tavernier, State of Florida 33070, as its agent to accept service of process within Florida.

SIGNATURE


(Corporate Officer)

TITLE

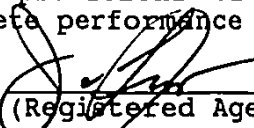
Pres

DATE

6/17/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.

SIGNATURE


(Registered Agent)

DATE

6/17/97

FILED
97 JUN 19 PM 3:45
TALLAHASSEE, FLORIDA