

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

Articles

1.) Carmen G. Callison, Esq., P.A.
(CORPORATE NAME & DOCUMENT #)

ISSUE DATE
6/23/97

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-06/24/97-01069-017
*****35.00 *****35.00

2.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

K.R. JUN 24 1997

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
6-23-97

of

CARMEN G. CALLISON, ESQ., P.A.

97 JUN 24 PM 2:01
FILED
TALLAHASSEE, FLA.
SECRETARY OF STATE

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

CARMEN G. CALLISON, ESQ., P.A.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

44 West Flagler Street
Suite 408
Miami, Florida 33130

ARTICLE III. NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the practice of law within the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation and Limited Liability Company Act; and to purchase and own real and personal property necessary for the

rendering of professional services within the practice of law. This Corporation shall not be authorized to engage in any business other than the practice of law.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on June 23, 1997. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

ARTICLE XI. INCORPORATION OF PROVISIONS OF CORPORATION ACT

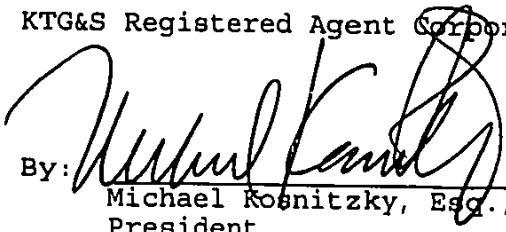
This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation and

Limited Liability Company Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of June 23, 1997.

KTG&S Registered Agent Corporation

By:


Michael Rosnitzky, Esq.,
President

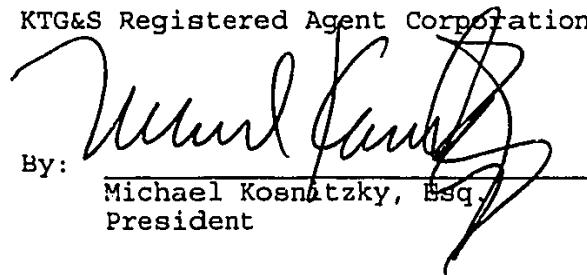
CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of CARMEN G. CALLISON, ESQ., P.A. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:


Michael Kosnitzky, Esq.
President

Dated: June 23, 1997

97 JUN 24 PM 2:01
SUSAN M. BROWN
STATE
TALLAHASSEE, FLORIDA

FILED