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072100000032 ACCOUNT NO: :

REFERENCE : 443635 7131646

AUTHORIZATION:

COST LIMIT : \$ PRE PAID

ORDER DATE: June 26, 1997

ORDER TIME : 12:51 PM

ORDER NO. : 443635-005

CUSTOMER NO: 7131646

CUSTOMER: David B. Van Kleeck, Esq

DAVID B. VAN KLEECK

PA

980 N. Federal Hwy

Suite 440

Boca Raton, FL 33432

DOMESTIC_FILING

NAME:

VIRGINIA M. WETHERALD, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

900002224329--0 -06/27/97--01001--017 ****122.50 ****122.50

FILED



ARTICLES OF INCORPORATION 97 JUN 26 AM 9: 17

OF

TALLAHASSEE, FLORIDA

VIRGINIA M. WETHERALD, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is VIRGINIA M. WETHERALD, P.A.

ARTICLE II. DURATION

The existence of this corporation shall commence on June 23, 1997, and thereafter this corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in the practice of the profession of public accounting and in the transaction of any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each share having a

par value of One Dollar (\$1.00). The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to these Articles of Incorporation.

ARTICLE V. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 8476 75th Court, Vero Beach, Florida 32967.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 3001 Calcutta Drive, Vero Beach, Florida 32960, and the name of the corporation's initial registered agent at that address is DAVID B. VAN KLEECK.

The Board of Directors may from time to time move the registered office to any other place in Florida, or designate another registered agent.

ARTICLE VII. DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one director. The name and address of the initial director are:

VIRGINIA M. WETHERALD 8476 75th Court Vero Beach, FL 32967

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is:

DAVID B. VAN KLEECK 3001 Calcutta Drive Vero Beach, FL 32960

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify and hold harmless its directors, officers, employees, agents or former directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X. BYLAWS

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be repealed or amended, and new bylaws adopted, by either the Board of Directors or the shareholders.

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 24% day of June, 1997.

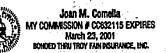
DAVID B. VAN KLEECK

STATE OF FLORIDA) COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this _24_ day of June, 1997, by DAVID B. VAN KLEECK, who is personally known to me or who has produced his driver's license as identification.

Opan M. Comella NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.

DAVID B. VAN KLEECK

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97 JUN 26 AM 9: 17

SECRETARS EE, FLORIDA

SECRETARS EE, FLORIDA