

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8877 • 1-800-224-8062 • Fax (904) 222-1222

197000057998

Riggio & Mitchell,
P.A.

600002228726--6
-07/02/97--01036--006
*****70.00 *****70.00

✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
97 JUL -2 PM 12:09
97 JUL -2 AM 10:07
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

Signature

Requested by:

Name CJB Date 7.2 Time 915

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION OF

RIGGIO & MITCHELL, P.A.

The undersigned, acting as incorporator of a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for such professional service corporation.

ARTICLE I

NAME OF CORPORATION

The name of the professional service corporation is Riggio & Mitchell, P.A.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to specifically render professional legal services, for profit, by all its members, as permitted under, and consistent with the laws of the United States and Florida (specifically, Chapter 621, Florida Statutes).

ARTICLE IV

PRINCIPAL OFFICE OF CORPORATION

The initial address of the principal office of the corporation and the initial mailing address of the corporation is 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue one hundred (100)

FILED
97 JUL -2 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

shares of common stock, all of one class, with a par value of one dollar (\$1.00).

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Carole A. Mondlak, 1273 Avenida del Toro, Daytona Beach, Florida 32119.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter described by the Florida Statutes and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX

OFFICERS

The names of the officer(s) who shall serve until the first election are as follows:

Jerome D. Mitchell	President
Robert J. Riggio	CEO/Vice President

ARTICLE X

BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors:

Jerome D. Mitchell

Robert J. Riggio

ARTICLE XI

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone or similar communications equipment, as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

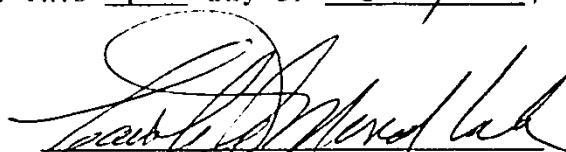
If all the directors severally and collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

SUB-CHAPTER "S" SELECTION

The Board of Directors may take such action as is appropriate to assure taxation as a Sub-Chapter "S" small business corporation pursuant to currently applicable provisions of the Internal Revenue Code.

WITNESSED by respective hand this 1st day of July, 1997.


Carole A. Mondlak

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, ~~to take acknowledgements, personally appeared~~ Carole A. Mondlak, to me known to be the person described or has produced N/A as identification is and who executed the foregoing instrument and she acknowledged before me that she executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of July, 1997.


Notary Public

My Commission Expires:

My Commission Number:



JEROME D MITCHELL
My Commission CC441908
Expires Feb 27, 1999
Bonded by HAI
800-422-1555

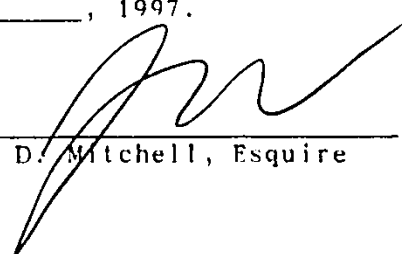
CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR

RIGGIO & MITCHELL, P.A.

A PROFESSIONAL SERVICES CORPORATION FOR PROFIT

Having been designated as Registered Agent for Riggio & Mitchell, P.A., a Florida professional services corporation for profit (hereinafter the "Corporation"), I accept the designation and agree to act as registered agent of the Corporation, and I acknowledge that I am familiar with and accept the obligations of the position of registered agent for the Corporation.

Dated this 1st day of July, 1997.

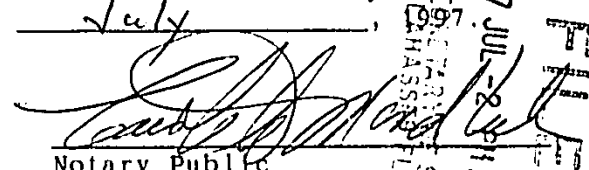


Jerome D. Mitchell, Esquire

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared Jerome D. Mitchell, to me known to be the person described or has produced n/a as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal, in the County and State last aforesaid this 1st day of July, 1997.



Notary Public

My Commission Expires

My Commission Number:

