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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: SHAFFER & SHAFFER, P.A.
Ref. Number: W97000015110

RESUBMIT

Please give original
submission date as file date.

We have received your document for SHAFFER & SHAFFER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00034245

RECEIVED
97 JUL -3 AM 10:46
DIVISION OF CORPORATION

EFFECTIVE DATE
7/1/97

ARTICLES OF INCORPORATION
OF
SHAFFER & SHAFFER, P.A.

FILED
27 JUN 98 12:52
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is SHAFFER & SHAFFER, P.A.
The mailing address of the corporation is 2500 N. Military Trail,
Suite 270, Boca Raton, FL 33431

ARTICLE II: DURATION

This corporation shall be effective as of July 1, 1997 and
have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact lawful business as
Attorneys at Law, for which corporations may be incorporated under
Chapter 621 Florida Statutes: Personal Service Corporations and
Limited Liability Companies.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Hundred (100)
shares of One Dollar (\$1.00) par value common stock which shall be
designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock
of this corporation of the same kind, class or series as that which
he already holds, shall have the right to purchase his pro rata
share thereof (as nearly as may be done without issuance of

fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Roger L. Shaffer
2500 N. Military Trail
Suite 207
Boca Raton, Florida 33431

Roger L. Shaffer, Jr.
2500 N. Military Trail
Suite 270
Boca Raton, Florida 33431

ARTICLE VIII: INCORPORATOR

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

Roger L. Shaffer
2500 N. Military Trail
Suite 270
Boca Raton, Florida 33431

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

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

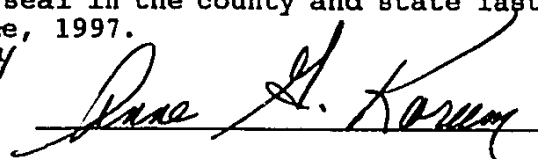
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of ^{July}~~June~~, 1997.


Roger L. Shaffer

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, who is personally known to me to be the person described in, or who ~~produced as identification~~ _____, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 2nd day of ^{July}~~June~~, 1997.


Notary Public

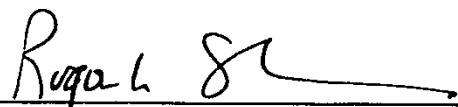
My Commission Expires:




REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Shaffer & Shaffer, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Boca Raton, State of Florida, has named Roger L. Shaffer, Jr. of 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.


Roger L. Shaffer
Incorporator
Dated:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.


Roger L. Shaffer, Jr.
Registered Agent
Dated:

NOTARIAL PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES 03/15/16