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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
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NAME: STEPHEN D. MARLOWE P.A.

AUDIT NUMBER.....H97000013462

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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BM 8/15/97

**ARTICLES OF INCORPORATION
OF
STEPHEN D. MARLOWE P.A.**

The undersigned, acting as incorporator of a corporation under the Florida Professional Service Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is: Stephen D. Marlowe P.A..

ARTICLE II
Mailing Address

The mailing address is 300 S. Hyde Park Blvd., Suite 180, Tampa Fl. 33606.

ARTICLE III
Nature of Business

The Corporation is organized to engage in every aspect of the business of rendering the professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to render services as an attorney therein, and to engage in any and all other lawful business.

ARTICLE IV
Stock

The corporation shall have authority to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V
Initial Registered Agent and Office

The street address of its initial registered office is 300 S. Hyde Park Ave., Suite 180, Tampa, Fl 33606 and the name of its initial registered agent at that address is Stephen D. Marlowe.

Stephen D. Marlowe, Esq.
Carlton Fields
P.O. Box 3239
Tampa, FL 33601
813-223-7000 (phone)
813-229-4133 (fax)
Fla. Bar No.: 168754

ARTICLE VI
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Marlowe	300 S. Hyde Park Ave. Suite 180 Tampa Fl. 33606

ARTICLE VII
Initial Director

The corporation shall have one director initially. The name and address of each initial director is:

<u>Name</u>	<u>Address</u>
Stephen D. Marlowe	300 S. Hyde Park Ave. Suite 180 Tampa Fl. 33606

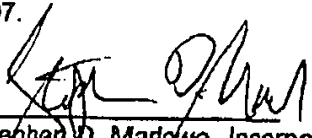
ARTICLE VIII
Shareholders

Shares of the Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE IX
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.

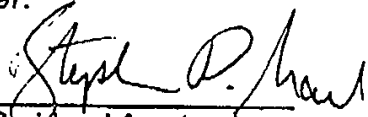
Dated this 14th, day of August, 1997.


Stephen D. Marlowe, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 14th day of August, 1997.


Registered Agent

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