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LAW OFFICES

JENNINGS, VALANCY & EDWARDS, P.A.

BARNETT BANK PLAZA, SUITE 1505
ONE EAST BROWARD BOULEVARD
FT. LAUDERDALE, FLORIDA 33301
TEL. (954) 463-1600 • FACS. (954) 463-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:43

December 10, 1997

VIA FEDERAL EXPRESS

Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

Dear Secretary of State:

Enclosed for filing are Articles of Incorporation for Jennings & Valancy, P.A. I also enclose our check in the amount of $122.50 to cover the following fees:

Filing fee for Articles	$ 35.00
Designation and Acceptance of Registered Agent	$ 35.00
Certified copy of Articles	$ 52.50
	$122.50

Please return a certified copy of the Articles at your earliest convenience. I enclose a stamped self-addressed envelope for that purpose.

Sincerely yours,

Robert L. Jennings

RLJ/ymh

Enclosures

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ARTICLES OF INCORPORATION

OF

JENNINGS & VALANCY, P.A.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation will be: Jennings & Valancy, P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The sole business to be contracted by this Corporation shall be to engage in the practice of law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert L. Jennings
One East Broward Boulevard, Suite 1505
Ft. Lauderdale, Florida 33301.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Robert L. Jennings
One East Broward Boulevard, Suite 1505
Ft. Lauderdale, Florida 33301

Steven S. Valancy
One East Broward Boulevard, Suite 1505
Ft. Lauderdale, Florida 33301.

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their succcessors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

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

Robert L. Jennings
One East Broward Boulevard, Suite 1505
Ft. Lauderdale, Florida 33308

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 and any other applicable provisions of the Florida Business Corporation Act, as may be amended from time to time, any director of officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against an officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Coproation as a director, officer, employee or agent of another coproration, partnership, joint venture, trust or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business

Corporation Act, no court-ordered indemnification shall under any circumstances be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 10th day of December, 1997.

Robert L. Jennings, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by Robert L. Jennings, who is personally known to me or who produced Florida Driver's License No. ________________ as identification.

Notary Public

ROSALIE PIEDRA
My Comm Exp. 7/14/2001
Bonded By Service Ins
No. CC663588
[✓] Personally Known [ ] Other I.D.

STATE OF FLORIDA NOTARY PUBLIC

DIVISION OF CORPORATIONS
SECRETARY OF STATE
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE FOR SERVICE OF PROCESS

JENNINGS & VALANCY, P.A., a corporation existing under the laws of the State of Florida with its principal office and mailing address at One East Broward Boulevard, Suite 1505, Ft. Lauderdale, Florida 33301, has named Robert L. Jennings, whose address is One East Broward Boulevard, Suite 1505, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of the law.

Robert L. Jennings