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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: MOTES & SEARS, P.A.

AUDIT NUMBER.....H97000020423

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

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ATTY: 181

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LOWNDES DROSDICK

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TELEFAX

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TO: Barbara Brock

COMPANY: Florida Department of State - Division of Corporations

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FROM: KYLE L. WHITE, LEGAL ASSISTANT TO W. MICHAEL CLIFFORD

TELECOPIER NO: (407) 843-4444 TELEPHONE NO: (407) 418-6203

TOTAL NUMBER OF PAGES, INCLUDING THIS ONE: 5

SPECIAL INSTRUCTIONS: The Articles of Incorporation for Motes & Sears, P.A. have been revised in accordance with your request. Please file immediately upon receipt and provide proof of filing and a certified copy of the Articles at your earliest convenience. Thank you for your prompt assistance.

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Thank you,

ATTY NO: 181
MOTES & SEARS, P.A., Incorporation

CLIENT NO: 028366

MATTER NO: 55691

12/15/97 MON 11:07 FAX 1 407 423 4485

LOWNDES DROSDICK

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(904)922-3708

12/12/97 09:05 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1997

LOWNDES, DROSDICK, DOSTER, KANTOR & REED

SUBJECT: MOTES & SEARS, P.A.
REF: W97000027755

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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Barbara Brock
Document Specialist

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MOTES & SEARS, P.A.

ARTICLE I - NAME

EFFECTIVE DATE
1-1-1998

The name of this corporation is MOTES & SEARS, P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be 180 North Park Avenue, Winter Park, Florida 32789, and the mailing address of the corporation shall be Post Office Box 3238, Winter Park, Florida 32790.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation is organized for the sole and specific purpose of engaging in the business of rendering the same professional services to the public that an attorney-at-law, 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 this corporation who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice therein.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock; provided, however, that shares of the common stock of

This document was prepared by:

W. Michael Clifford, Esquire

Florida Bar Number: 0224111

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

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Orlando, Florida 32802-2809

(407) 843-4600

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the corporation shall be issued only to individuals who are duly licensed to render services as attorneys-at-law under the laws of the State of Florida and no shareholder of the corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or other agreement vesting another person with the authority to exercise his voting powers of any or all of his stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 180 North Park Avenue, Suite 203, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Carl D. Motes.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Hubert I. Sears

180 North Park Avenue, Suite 203
Winter Park, Florida 32789

Carl D. Motes

180 North Park Avenue, Suite 203
Winter Park, Florida 32789

ARTICLE VIII - EFFECTIVE DATE

This corporation shall become effective as of 12:01 a.m. on the 1st day of January, 1998.

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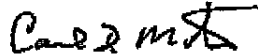
ARTICLE IX - INCORPORATOR

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

Carl D. Motes

180 North Park Avenue, Suite 203
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 12th day of December, 1997.



Carl D. Motes

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MOTES & SEARS,
P.A.



Carl D. Motes

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TALLAHASSEE, FLORIDA