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December 29, 1997

VIA: FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

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-12/30/97--01048--006
*****70.00 *****70.00

RE: Law Offices of William L. Lee, Jr., P.A.

Dear Sir:

Enclosed is the original and duplicate copy of the Articles of Incorporation of Law Offices of William L. Lee, Jr., P.A. Please file these Articles in your office and return the duplicate copy to us duly certified.

We also enclose our check in the amount of \$70.00. If there is anything else you need from us, please feel free to contact me.

Sincerely yours,

William L. Lee, Jr. by nhl

William L. Lee, Jr.

WLLJR/pdb
Enclosures

FILED
97 DEC 30 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/97

ARTICLES OF INCORPORATION
OF
LAW OFFICES OF WILLIAM L. LEE, JR., P.A.

FILED
97 DEC 30 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Law Offices of William L. Lee, Jr., P.A.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: William L. Lee, Jr., 1627 Bulevar Menor, Pensacola, Florida, 32561.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial director of this corporation and his street address is: William L. Lee, Jr., 1627 Bulevar Menor, Pensacola, Florida, 32561.

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

No share of this corporation shall be sold or transferred to any third party without the prior written consent of the Corporation.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. INCORPORATOR

The name and street address of the Incorporator of this corporation is: William L. Lee, Jr.,

1627 Bulevar Menor, Pensacola, Florida, 32561.

ARTICLE XII. AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation of this 26th day of December, 1997.


WILLIAM L. LEE, JR.

STATE OF MISSISSIPPI
COUNTY OF HINDS

BEFORE ME, a Notary Public, personally appeared WILLIAM L. LEE, JR., to me known to be the person described as Incorporator and who presented a picture I.D. to verify that he is one and the same as William L. Lee, Jr., and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on 26th of December, 1997.


NOTARY PUBLIC, State of
Mississippi at Large
My commission expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 11, 2001.

FILED
97 DEC 30 AM 10:17
TALLAHASSEE, FLORIDA