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ANTHONY M. NARDELLA, JR.

Attorney & Counselor at Law
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December 31, 1997

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-98

FILED
98 JAN -2 PM 4:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: ANTHONY M. NARDELLA, JR., PROFESSIONAL ASSOCIATION

Gentlemen:

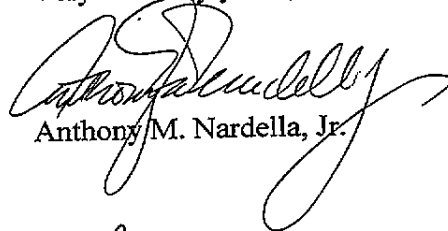
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our check no. 1084 made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/amnpa
secstate.ltr
Enclosures

Anthony Nardella GAVE
AUTHORIZATION BY PHONE TO
CORRECT Heading
DATE 1-6-98
DOC. EXAM. ham

EFFECTIVE DATE

1-1-98

ARTICLES OF INCORPORATION

OF

ANTHONY M. NARDELLA, JR., P.A.

FILED

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is ANTHONY M. NARDELLA, JR., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 3117 Edgewater Drive, Orlando, Florida 32804.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on January 1, 1998.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$.01 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 3117 Edgewater Drive, Orlando, Florida 32804. The name of the initial registered agent at that address is Anthony M. Nardella, Jr.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of

directors shall consist of 1 member. The name and address of the member of the first board of directors is:

Name	Address
Anthony M. Nardella, Jr.	3117 Edgewater Drive, Orlando, Florida 32804

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
Anthony M. Nardella, Jr.	3117 Edgewater Drive, Orlando, Florida 32804

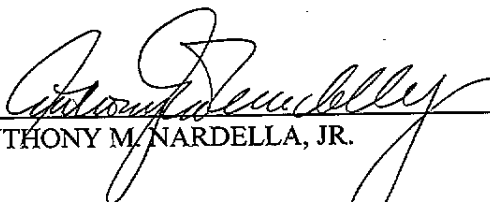
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on December 31, 1997.

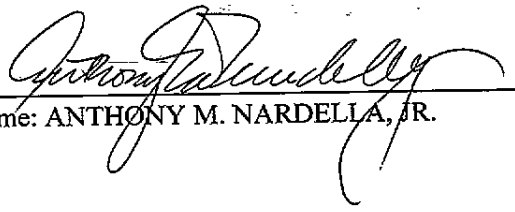


ANTHONY M. NARDELLA, JR.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ANTHONY M. NARDELLA, JR., P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3) and 621.13.

Date: December 31, 1997


Name: ANTHONY M. NARDELLA, JR.

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