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98 JAN 13 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 12, 1998

Department of State
Division of Corporations
New Filings Section
Post Office Box 6327
Tallahassee, FL 32314

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-01/13/98--01088--019
****135.00 ****135.00

RE: Incorporation of Robert R. Edwards, P.A.
Our File No. 1057-06

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation which we ask that you file. Also enclosed is our check in the amount of \$122.50 which represents the fee for same. Kindly provide us with a certified copy of the Articles.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


M. GLENN CURRAN, III, P.A.

MGC:jml
Enclosures

P. Hall

JAN 14 1998

ARTICLES OF INCORPORATION

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OF

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Robert R. Edwards, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A FLORIDA CORPORATION)

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

Article I -- NAME

The name and principal place of business of the Corporation is:

Robert R. Edwards, P.A.
621 South Federal Highway, Suite 6
Fort Lauderdale, Florida 33301

Article II -- PURPOSE

The Corporation is organized for the sole and specific purpose of rendering professional legal service and which has as its shareholders only individuals who themselves are duly licensed or otherwise legally authorized within this state to render the same professional legal service as the corporation. It is, therefore, organized for the purpose of transacting any and all lawful business for which professional legal service corporations may be incorporated under the laws of the State of Florida, including, but not limited to, investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and/or owning real or personal property necessary for the rendering of professional services.

This Corporation is organized and incorporated so as to render professional legal services only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional legal services within this state; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further, that nothing contained in these Articles shall be interpreted to require that the right of an individual to be a shareholder of a corporation organized under this act, or to organize such a corporation, is dependent upon the present or future existence of an employment relationship between him and such corporation, or his present or future active participation in any capacity in the production of the income of such corporation or in the performance of the services rendered by such corporation.

Article III -- CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred shares of One Dollar par value Common Stock. The Corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

Article IV -- INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent and office of the Corporation is Robert R. Edwards, 621 South Federal Highway, Suite 6, Fort Lauderdale, FL 33301

Article V -- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Robert R. Edwards
621 South Federal Highway, Suite 6
Fort Lauderdale, FL 33301
President, Secretary, Treasurer, Director

Article VI -- INCORPORATOR

The name and address of each incorporator is:

Robert R. Edwards
621 South Federal Highway, Suite 6, Fort Lauderdale, FL 33301

Article VII -- AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of January, 1998.

Incorporator: Robert R. Edwards
Robert R. Edwards

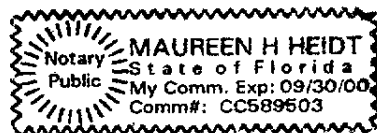
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8 day of January, 1998, by Robert R. Edwards, who is personally known to me or who produced _____ as identification and who did take an oath.

Maureen H. Heidt
(signature of notary officer taking acknowledgment)

Maureen H. Heidt
(printed name of notary officer taking acknowledgment)



{NOTARY SEAL}

FILED

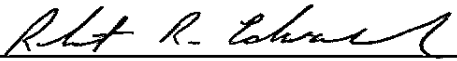
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I, Robert R. Edwards, hereby accept the appointment as the initial Registered Agent of this corporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: 1/8/98

BY: 
Robert R. Edwards, As Registered Agent