

P98000010720

TRANMITTAL LETTER

January 29, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

SUBJECT: SHANNON K. BARUCH, P.A.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Enclosed also, please find the amount of one hundred and thirty one + 25/100 dollars (\$131.25) for the filing fee, certified copy and certificate.

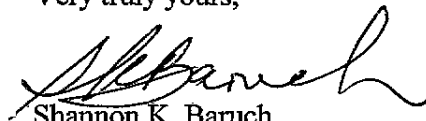
The name and street address of the Incorporator is as follows:

SHANNON K. BARUCH, ESQUIRE
1999 West Colonial Drive, Suite 214
Orlando, Florida 32804
(407) 648-0874

700002418417--1
-02/02/98--01052--005
****131.25 ****131.25

If you have any questions, or need additional information, please do not hesitate to contact me.

Very truly yours,


Shannon K. Baruch
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 1:31

**ARTICLES OF INCORPORATION
OF
SHANNON K. BARUCH, P.A.**

The undersigned, being of legal age and for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby files the following Articles for Incorporation, pursuant to Section 607.0202, Florida Statutes:

ARTICLE I

NAME AND MAILING ADDRESS

The name and mailing address of the Corporation shall be **SHANNON K. BARUCH, P.A., P.O. Box 681693, Orlando, Florida 32868-1693**, as approved by the Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and power shall be as follows:

To engage in the practice of law and any and all activities or business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the United States and of the State of Florida, doing business as **SHANNON K. BARUCH, P.A.**

ARTICLES III

CAPITAL STOCK

1. The maximum number of shares of authorized capital stock of this Corporation shall be Fifty Thousand (50,000) shares of common stock with par value of zero dollars (\$1.00).

2. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-assessable.

FILED
SECRETARY OF CORPORATIONS
98 FEB -2 PM 1:32

3. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-assessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of common stocks to this Corporation shall be entitled to full preemptive rights to purchase, with any form of valuable consideration, any issued or unissued or treasury shares of the Corporation and any securities of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe or acquire any unissued treasury shares.

ARTICLE V

CLASS OF STOCK

The Corporation will issue any class of common stock. Each holder of common stock shall have the right to vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1999 West Colonial Drive, Suite 214, Orlando, Florida 32804, and the name of the Registered Agent of this Corporation is SHANNON K. BARUCH, ESQUIRE.

ARTICLE VII

TERM OF EXISTENCE

The term of the existence of the Corporation is perpetual.

ARTICLE VIII

ADDRESS

The principal office of the Corporation shall be at 1999 West Colonial Drive, Suite 214, Orlando, Florida 32804. The Corporation may have such other places of

business in the State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of directors may, from time to time, move the principal office to any new address or place in the State of Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

ARTICLE IX

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one person and the first Board of Directors of the Corporation shall be comprised of the following named person:

SHANNON K. BARUCH
P.O Box 681693
Orlando, Florida 32868-1693

ARTICLE X

SUBSCRIBERS

The name and street address and the number of shares subscribed to by the subscriber hereto, who is also a member of the first Board of Directors and who is to conduct the business of the Corporation Board of Directors of the Corporation until those elected at the organizational meeting, is:

SHANNON K. BARUCH
1999 West Colonial Drive
Suite 214
Orlando, Florida 32804

30,000 shares

ARTICLE XI

RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES

In the issuance of the shares of the common stocks of this Corporation, a restriction shall be imposed on the transfer, or registration of transfer, of shares and shall be validated and enforced against the holder, or a transferee of the holder, pursuant to Section 607.0627, Florida Statutes, and its existence shall be noted conspicuously on the front or back of the certificate, or contained in the information statement required by Section 607.0626(2), Florida Statutes. The restriction on the transfer, or registration of transfer, of shares shall be authorized to maintain the corporation's status which is dependent on the identity of its shareholders. The restriction imposed on the transfer, or registration of transfer, of shares shall (a) obligate the shareholder(s) first to offer the corporation (separately, consecutively or simultaneously) an opportunity to acquire the restricted shares; (b) obligate the corporation (separately, consecutively or simultaneously) to acquire the restricted shares; (c) require the corporation, or the principal holders of any class of its shares, to approve the transfer of the restricted shares; and (d) prohibit the transfer of the restricted shares to designated persons or classes of persons. For purposes of these Articles of Incorporation, "shares" shall include a security convertible into, or carrying a right to subscribe for, or acquire shares.

ARTICLE XII

OFFICERS

The officers of the Corporation need not be a resident of the State or shareholders, unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

President	SHANNON K. BARUCH
Vice President	SHANNON K. BARUCH
Treasurer	SHANNON K. BARUCH
Secretary	SHANNON K. BARUCH

ARTICLE XIII

BYLAWS

The Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total Board of Directors before becoming the law of the Corporation.

ARTICLE XIV


INCORPORATORS

The name and street address of the incorporator(s) of these Articles of Incorporation is:

SHANNON K. BARUCH
1999 West Colonial Drive, Suite 214
Orlando, Florida 32804

The Corporation hereby reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

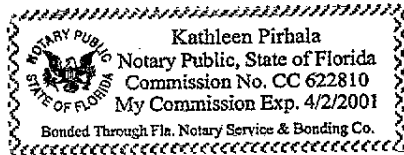
IN WITNESS WHEREOF, the undersigned Incorporator/Subscribing Stockholder has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 29th of January, 1998.

 (SEAL)
Shannon K. Baruch, Esquire
Incorporator/Subscribing Shareholder
P.O. Box 681693
Orlando, FL 32868-1693

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared SHANNON K. BARUCH, to me well known to be the person who executed the foregoing Article of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office, this 29 day of January, 1998.



Kathleen Pirhala
Signature and Seal of Notary Public
Administering the Oath

Kathleen Pirhala
Name of Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SHANNON K. BARUCH, P.A.

2. The name and street address of the registered agent and office is:

SHANNON K. BARUCH, ESQUIRE
1999 West Colonial Drive
Suite 214
Orlando, Florida 32804.

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 hereby accept the appointment as registered agent 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.


Shannon K. Baruch, Esq.

1-29-98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 1:31