

P980000/13437

WILLIAM C. ABRUZZO, P.A.
11380 Prosperity Farms Road, Suite 204
Palm Beach Gardens, FL 33410
Telephone: (561) 630-7000
Facsimile: (561) 622-5531

February 6, 1998

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

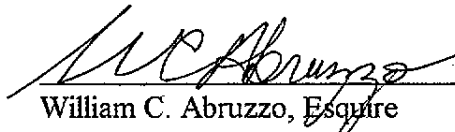
SUBJECT: WILLIAM C. ABRUZZO, P.A.

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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation, a Designation and Acceptance of Registered Agent for a Florida Corporation and a check in the amount of \$78.75 for the Filing Fee and Certificate. The corporate name and address should read as follows: WILLIAM C. ABRUZZO, P.A., 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, FL 33410. Telephone number (561) 630-7000, Facsimile number (561) 622-5531.

Sincerely,


William C. Abruzzo, Esquire

WCB/drg
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
WILLIAM C. ABRUZZO, P.A.**

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name and address of this corporation is:

**WILLIAM C. ABRUZZO, P.A.
11380 Prosperity Farms Road, Suite 204
Palm Beach Gardens, Florida 33410**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

Principal Place of Business

This corporation is organized for the following purposes: To engage in the practice of law as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The set address of the initial registered office of this corporation is: WILLIAM C. ABRUZZO, P.A., 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the Initial Registered Agent of this corporation at that address is WILLIAM C. ABRUZZO, ESQUIRE.

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the corporation is:

WILLIAM C. ABRUZZO	11380 Prosperity Farms Road, Suite 204
PRESIDENT	Palm Beach Gardens, Florida 33410

This officer shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - INCORPORATOR

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

WILLIAM C. ABRUZZO	11380 Prosperity Farms Road, Suite 204
	Palm Beach Gardens, Florida 33410

ARTICLE X - INDEMNIFICATION

The corporation shall have the power to indemnify any officer or director. Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name.

WILLIAM C. ABRUZZO	100 Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold and shall be further specified by written agreement between all the shareholders of this corporation.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XVI- REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.


ARTICLE XX - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation at Palm Beach Gardens, Florida this 6 day of February, 1998 for the uses and purposes aforesaid.


WILLIAM C. ABRUZZO
Subscriber and Registered Agent

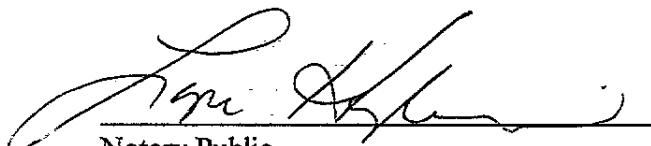
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared WILLIAM C. ABRUZZO, ESQUIRE, who is to me well known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Beach Gardens, Palm Beach County, Florida, this 6 day of February, 1998.



LYNNE A. HAGIES
My Commission CC377174
Expires Jun. 01, 1998
Bonded by HAI
800-422-1555


Notary Public
State of Florida

My Commission Expires:

(Notarial Seal)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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: WILLIAM C. ABRUZZO, P.A.
2. The name and address of the registered agent and office is:

William C. Abruzzo
11380 Prosperity Farms Road, Suite 204
Palm Beach Gardens, Florida 33410

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.


Signature Registered Agent

2/6/98
Date

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