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RAY FERRERO, JR.
ED MIDDLEBROOKS
MICHAEL J. CARBO
TODD MIDDLEBROOKS

March 5, 1998

EFFECTIVE DATE
3-5-98

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****122.50 ****122.50

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Fl. 32301

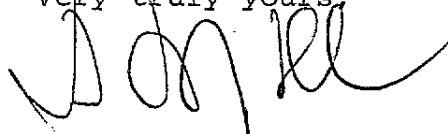
Re: Initial Incorporation-Middlebrooks & Middlebrooks, P.A.

Gentlemen:

Enclosed herewith are two (2) originals and one (1) copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please do not hesitate to contact the undersigned.

Very truly yours,



Ed Middlebrooks

EM/ssp
Enclosures

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

58 MAR -9 AM 9:23

FILED

CB
3/11/98

EFFECTIVE DATE
3-5-98

ARTICLES OF INCORPORATION
OF
MIDDLEBROOKS & MIDDLEBROOKS, P.A.
A FLORIDA CORPORATION

FILED
98 MAR -9 AM 9:26
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Florida Professional Service Corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 624 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is MIDDLEBROOKS & MIDDLEBROOKS, P.A.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the rendering of professional services related to the practice of law. In addition the corporation shall have the right to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and shall also have the power to own real or personal property necessary for the rendering of professional services.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office, mailing address and the initial registered office of the Corporation is 707 SE Third Ave. - Suite 600, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent of the Corporation at that address is Edward L. Middlebrooks.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors 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 directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Edward L. Middlebrooks	707 SE Third Ave. - Suite 600 Ft. Lauderdale, Florida 33316
William Todd Middlebrooks	707 SE Third Ave. - Suite 600 Ft. Lauderdale, Florida 33316

ARTICLE VII

INCORPORATORS

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
Edward L. Middlebrooks	707 SE Third Ave. - Suite 600 Ft. Lauderdale, Florida 33316
William Todd Middlebrooks	707 SE Third Ave. - Suite 600 Ft. Lauderdale, Florida 33316

ARTICLE VIII

AMENDMENTS

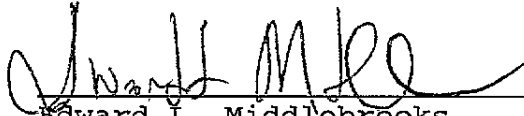
The power to amend these Articles of Incorporation in accordance with Florida law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence existence on ____
March 5, 1998.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 5th day of March, 1998.



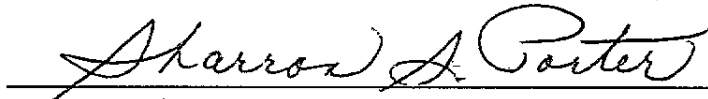
Edward L. Middlebrooks



William Todd Middlebrooks

State of Florida)
) ss
County of Broward)

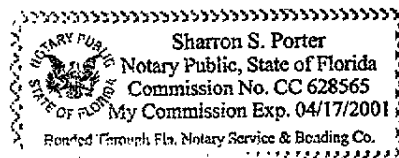
The foregoing instrument was acknowledged before me this 5th day of March, 1998 by Edward L. Middlebrooks, who is personally known to me or who has produced a Florida Driver's License as identification, and who did (did not) take an oath; by William Todd Middlebrooks, who is personally known to me or who has produced a Florida Driver's License as identification, and who did (did not) take an oath.



Signature of person taking acknowledgment

Sharron S. Porter

Name of acknowledger typed, printed or stamped



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as registered agent
of MIDDLEBROOKS & MIDDLEBROOKS, P.A. as made in the foregoing
Articles of Incorporation.

Date: March 5, 1998

By: 

Edward L. Middlebrooks

FILED
98 MAR -9 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA