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March 6, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: STEPHEN R. McCASLIN, P.A.
Our File No.: JHE-6456

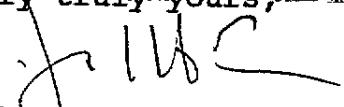
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned professional corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


John H. Evans, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JHE/klm
Enclosures
cc: Mr. Stephen R. McCaslin
VIA AIRBORNE EXPRESS

***PLEASE NOTE THAT THIS NEEDS TO BE INCORPORATED BY MARCH 14, 1998. IF THERE IS A PROBLEM, PLEASE ADVISE IMMEDIATELY.

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They don't incl. eff. date.*

*3/11/98 -
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ARTICLES OF INCORPORATION
OF
STEPHEN R. McCASLIN, P.A.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a professional corporation under the laws of the State of Florida pursuant to Chapters 621 and 607, Florida Statutes, 1996.

ARTICLE I

The name of this professional corporation is:

STEPHEN R. McCASLIN, P.A.

ARTICLE II

The nature of the business of this professional corporation is any and all lawful real estate business which a professional corporation is permitted to conduct in the State of Florida pursuant to Chapters 621 and 607, Florida Statutes, 1996.

ARTICLE III

The capital stock of this professional corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this professional corporation.

ARTICLE IV

The amount of capital with which this professional corporation will begin business is \$500.00.

ARTICLE V

This professional corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the professional corporation in the State of Florida is: Stephen R.

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TALLAHASSEE, FLORIDA

McCaslin, 830 Gardener Road, Rockledge, Florida 32955. The stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

ARTICLE VII

The Board of Directors of this professional corporation shall consist of the stockholders of the professional corporation.

ARTICLE VIII

The names and addresses of the directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| Stephen R. McCaslin | 830 Gardener Road Rockledge, Florida 32955 |

ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| Stephen R. McCaslin | 830 Gardener Road Rockledge, Florida 32955 |

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

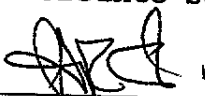
ARTICLE XI

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

ARTICLE XII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a professional corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 9th day of March, 1998.



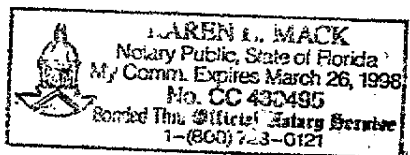
STEPHEN R. MCCASLIN

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared STEPHEN R. MCCASLIN, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me and did not take an oath.

WITNESS my hand and official seal this 9th day of March, 1998.

[SEAL]






Notary Public, State of Florida

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
STEPHEN R. McCASLIN, P.A.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as Director of STEPHEN R. McCASLIN, P.A. hereby files this statement of the designation and acceptance of the initial registered agent of the Professional Corporation.

The street address of the initial registered office of this Professional Corporation is 830 Gardener Road, Rockledge, Florida 32955, and the name of the initial registered agent of this Professional Corporation at that address is Stephen R. McCaslin.

DATED this 9 day of March, 1998.

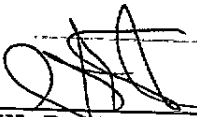


STEPHEN R. McCASLIN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of STEPHEN R. McCASLIN, P.A. and the initial registration office of the Professional Corporation at 830 Gardener Road, Rockledge, Florida.

DATED this 9 day of March, 1998.



STEPHEN R. McCASLIN

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