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PLEASE REPLY TO:
ST. PETERSBURG

February 27, 1998

VIA PRIORITY MAIL

Florida Department of State
Division of Corporations
Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

500002443845--4
-03/02/98--01048--008
****122.50 ****122.50

Re: Andrew L. Adler, P.A.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for ANDREW L. ADLER, P.A., together with our check for \$122.50 representing the following:

Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

FILED
MAR 19 PM 1:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



Andrew L. Adler

ALA/pb

Enclosures

3/10
per Patty
mail re: letter to:
Andrew L. Adler
13014 N. Dale Mabry
#222
Tampa, FL 33618

B. BROCK MAR 19 1998

W98-5318



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 10, 1998

ANDREW L ADLER, ESQUIRE
13014 N. DALE MABRY #222
TAMPA, FL 33618

SUBJECT: ANDREW L. ADLER, P.A.
Ref. Number: W98000005318

We have received your document for ANDREW L. ADLER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 398A00012965

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98 MAR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ANDREW L. ADLER, P.A.

ARTICLE I: NAME

The name of this Corporation is: ANDREW L. ADLER, P.A.

ARTICLE 1.: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 2.: PURPOSE

This Corporation is organized for the purpose of operating as a law firm and providing other legal and business consulting services.

ARTICLE 3.: CAPITAL STOCK

This Corporation is authorized to issues 750 shares of .01 par value common stock.

ARTICLE 4.: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is :

Andrew L. Adler
13014 North Dale Mabry, Suite 222,
Tampa, FL 33618

ARTICLE 5.: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 696 1ST Avenue North, Suite 201, St. Petersburg, FL 33701, and the name of the initial registered agent of this Corporation at that address is G. Barry Wilkinson.

ARTICLE 6.: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	13014 North Dale Mabry, Suite 222 Tampa, FL 33618

ARTICLE 7.: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	13014 North Dale Mabry, Suite 222 Tampa, FL 33618

ARTICLE 8.: CUMULATIVE VOTING

At each election for directors every shareholder 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 directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 9.: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

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Andrew L. Adler, P.A.
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ARTICLE 10.: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11.: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.: AMENDMENT

This Corporation 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of February, 1998.



ANDREW L. ADLER
Incorporator

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Andrew L. Adler, P.A.
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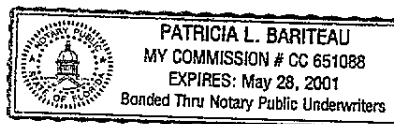
STATE OF FLORIDA :
:
COUNTY OF PINELLAS :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Andrew L. Adler, President of Andrew L. Adler, P.A., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this
26 day of February, 1998.

Patricia Bariteau
NOTARY PUBLIC

My commission expires:



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Andrew L. Adler, P.A.
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 26th day of February, 1998.



G. BARRY WILKINSON
Registered Agent

FILED
98 MAR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA