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Law Office of
RICHARD J. ZADEN, P.A.

Suite 200
1749 Northeast 26th Street
Fort Lauderdale, Florida 33305

Richard J. Zaden, Esquire

*John P. Seiler, Esquire,
of Counsel*

Telephone 954-568-6115

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April 3, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/15/98-01038-005

****122.50 ****122.50

Re: ZADEN & WARDELL, P.A.

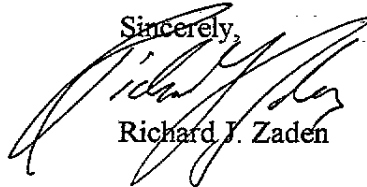
Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$122.50 for the following items:

| | |
|---|-----------------|
| Filing Fee - Articles of Incorporation | \$ 35.00 |
| Filing Fee - Registered Agent | 35.00 |
| Certification Fee - Articles of Incorporation | \$ 52.50 |
| TOTAL | \$122.50 |

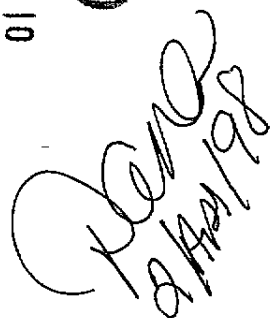
If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible in the enclosed addressed and stamped envelope. Thank you for your assistance in this matter.

Sincerely,


Richard J. Zaden

RJZ:tm
Enclosures
zad-ward/art-inc0.doc

FILED
98 APR 15 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA


2 Apr 1998

**ARTICLES OF INCORPORATION OF
ZADEN & WARDELL, P.A.,
a Florida Corporation**

The undersigned, acting as incorporator of a Florida Professional Service Corporation under the Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **ZADEN & WARDELL, P.A..**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 1749 Northeast 26th Street, Suite 200, Fort Lauderdale, Florida 33305 and the mailing address of the Corporation is the same.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, 1.00 Dollar (\$1.00) par value per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------|---|
| Richard J. Zaden, Esquire | 1749 Northeast 26th Street, Fort Lauderdale, Florida 33305 |

ARTICLE VI

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until successor(s) shall have been elected and qualified, or until the directors' 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 initial director(s) of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|---------------------------|---|
| James A. Wardell, Esquire | 606 Madison Street, Suite 2001 Tampa, Florida 33602 |
| Richard J. Zaden, Esquire | 1749 Northeast 26th Street, Fort Lauderdale, Florida 33305 |

ARTICLE VII INCORPORATOR(S)

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

| <u>Name</u> | <u>Address</u> |
|---------------------------|---|
| Richard J. Zaden, Esquire | 1749 Northeast 26th Street, Fort Lauderdale, Florida 33305 |

ARTICLE VIII AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of April, 1998.

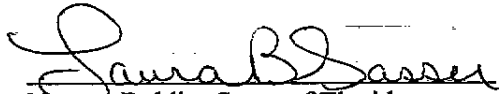


Richard J. Zaden, Esquire
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared RICHARD J. ZADEN, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3rd day of April, 1998.


Notary Public, State of Florida
My Commission Expires: 8/15/99

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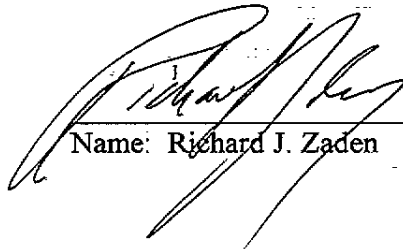


LAURA B SASSER
My Commission CC488825
Expires Aug. 15, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **ZADEN & WARDELL, P.A.**, as made in the foregoing Articles of Incorporation.

Date: 4/3/98


Name: Richard J. Zaden

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SECRETARY OF STATE
TALLAHASSEE FLORIDA