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Blaesing & Diaz

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April 27, 1998

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

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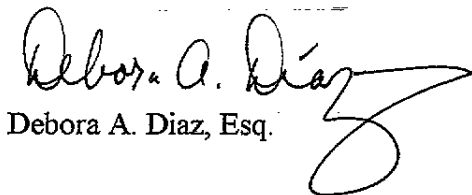
RE: Blaesing & Diaz, P.A.

Dear Ladies and Gentlemen :

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Debora A. Diaz, Esq.

DAD:ms

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 9:37

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ARTICLES OF INCORPORATION
OF
BLAESING & DIAZ , P.A.

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The undersigned incorporator to these Articles of Incorporation, a partnership competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act and Florida Professional Service Corporation Act, as particularly set forth in Chapter 607 and Chapter 621 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **BLAESING & DIAZ , P.A.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as Attorneys at Law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 (one hundred) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Blaesing & Diaz, Attorneys At Law, 5945 Florida Avenue, New Port Richey, FL 34652, and the name of the initial registered agent of this corporation is DEBORA ANN DIAZ, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Dionne Blaesing, Esq.
5945 Florida Ave.
New Port Richey, FL 34652

Debora A. Diaz, Esq.
5945 Florida Ave.
New Port Richey, FL 34652

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Blaesing & Diaz Partnership
5945 Florida Ave.
New Port Richey, FL 34652

ARTICLE VIII - ADDRESS

The initial street address of the principal office of this corporation is to be at:

Blaesing & Diaz, P.A.
5945 Florida Ave.
New Port Richey, FL 34652

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE X - BUY/SELL AGREEMENT

The initial shareholders will execute a Buy/Sell Agreement. The terms of the Buy/Sell Agreement are incorporated into and become a part of these Articles of Incorporation. All future shareholders will be subject to said Buy/Sell Agreement.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

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

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ____ day of April, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 9:37

Blaesing & Diaz Partnership
Incorporator

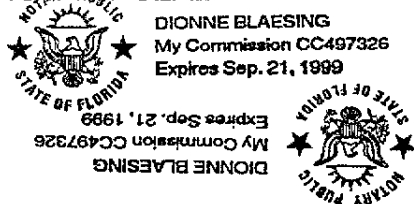
By: Debora A. Diaz
Debora A. Diaz, Esq.
General Partner

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Debora A. Diaz, Esq., to me well known to be the person described in and/or that I relied upon the following form of identification of the above-named person: Florida Driver's License D200 161 57 5980 and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, A.D., 1998.

NOTARY SEAL



Dionne Blaesing
NOTARY SIGNATURE

DIONNE BLAESING
PRINTED NOTARY SIGNATURE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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

Debora A. Diaz
DEBORA ANN DIAZ, ESQ.
Registered Agent