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DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS, ROMANO & NEAL
ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 3:24

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May 13, 1998

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†ALSO ADMITTED TO ILLINOIS BAR
*ALSO ADMITTED TO LOUISIANA
AND PUERTO RICO

VIA FEDERAL EXPRESS

Ms. Doris Brown
Division of Corporations
New Filings
409 E. Gaines
Tallahassee, FL 32399

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Re: Incorporation of Michael A. Romano, P.A.

Dear Ms. Brown:

Pursuant to our recent telephone conversation, enclosed please find for your information the proposed Articles of Incorporation on behalf of Michael A. Romano, P.A. I am also enclosing my personal check in the amount of \$122.50.

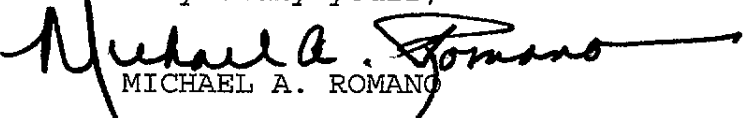
I would appreciate it if you would expedite the filing of these Articles of Incorporation on my behalf.

I am enclosing for your information a self-addressed and stamped envelope for you to return a certified copy of the Articles of Incorporation to me after they have been filed with the Secretary of State.

If you have any questions or comments about the above matters, please do not hesitate to contact the undersigned.

Thank you for your courtesy in this matter.

Very truly yours,


MICHAEL A. ROMANO

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
MICHAEL A. ROMANO, P.A.

The undersigned natural person, who is licensed and otherwise legally authorized to engage in the practice of law by the Supreme Court of the State of Florida, hereby executes these Articles of Incorporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is MICHAEL A. ROMANO, P.A.

ARTICLE II
PURPOSE

The purpose of the corporation is to:

(a) Engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

(b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

(c) To do any and all other acts authorized for the corporation under the laws of the State of Florida.

The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has

been admitted to the bar, and is duly authorized to practice law in the State of Florida.

ARTICLE III CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is ten (10) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE IV DURATION

The corporation shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 332 N. Magnolia Avenue, Orlando, Florida, 32801.

ARTICLE VI SUBSCRIBERS

The name and address of the sole incorporator is Michael A. Romano, 332 N. Magnolia Avenue, Orlando, Florida, 32801.

ARTICLE VII REGISTERED AGENT

The name and address of the corporation's initial registered agent is Michael A. Romano, 332 N. Magnolia Avenue, Orlando, Florida, 32801.

ARTICLE VIII DIRECTORS

The number of Directors constituting the initial Board of Directors is one, whose name and address is Michael A. Romano, 332 N. Magnolia Avenue, Orlando, Florida, 32801. The number of Directors may be increased or diminished from time to time by By-

Laws adopted by the shareholders, but shall never be less than one.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

ARTICLE X
SHAREHOLDERS

The corporation shall only have as its shareholders individuals who are duly licensed and authorized to practice law in the State of Florida.

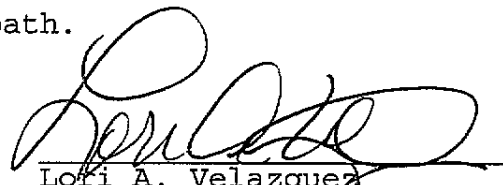
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 13th day of May, 1998.


MICHAEL A. ROMANO

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, this 13th day of May, 1998, personally appeared MICHAEL A. ROMANO, who is personally known to me and who did take an oath.

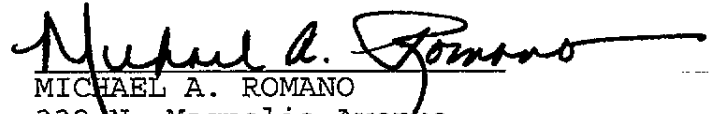



Lori A. Velazquez
Notary Public

FILED
SECRETARY OF STATE
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as
Registered Agent for Michael A. Romano, P.A.


MICHAEL A. ROMANO
332 N. Magnolia Avenue
Orlando, FL 32801