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ACCOUNT NO. : 072100000032

REFERENCE : 877121 82694A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 1, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 877121-005

CUSTOMER NO: 82694A

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-07/01/98--01038--011

****122.50 ****122.50

CUSTOMER: Maryellen P. Osterndorf, Esq
OSTERNDORF & ASSOCIATES, INC.

327 South Palmetto Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: JEAN M. DWYER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM12:27

RECEIVED
98 JUL 14 AM 11:22
DIVISION OF CORPORATIONS

FILED
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DIVISION OF CORPORATIONS
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**ARTICLES
OF
INCORPORATION**

The undersigned natural person, competent and licensed to practice Law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

JEAN M. DWYER, P.A.

ARTICLE II

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by licensed attorneys.

To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized

within the State of Florida to render the same professional service as this corporation.

To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

To engage in no other business other than the rendition of the professional services specified herein.

To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock, at \$1.00 per share par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The address of this corporation's initial registered office is 645 North Halifax Avenue, Daytona Beach, FL 32118, and the name of its initial registered agent at said address is Jean M. Dwyer. The initial principal corporate office shall be 645 North Halifax Avenue, Daytona Beach, FL 32118.

ARTICLE VI

The name and address of the Incorporator is as follows:
Jean M. Dwyer, 645 North Halifax Avenue, Daytona Beach, FL 32118.

ARTICLE VII

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Jean M. Dwyer, 645 North Halifax Avenue, Daytona Beach, FL 32118

ARTICLE VIII

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

If any officer, director, stockholder, agent or

employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

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

ARTICLE XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and

Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 30th day of June, 1998.



Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named to accept Service of Process for Jean M. Dwyer, P.A. at the place designated in Article VI of the Articles of Incorporation, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open said office.



Jean M. Dwyer, Esquire

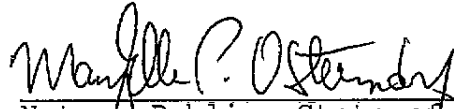
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STATE OF FLORIDA

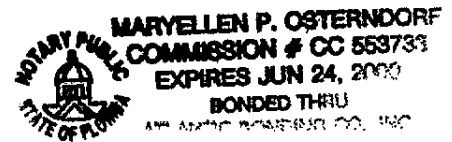
COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared **Jean M. Dwyer**, well known to be the person described in and who subscribed the foregoing Articles of Incorporation as the Incorporator, and she freely and voluntarily acknowledged before that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State, this 29th day of June, 1998.



Notary Public, State of Florida
My Commission Expires:



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