

P980000 73194

WALSH T.P.A., INC.

800 South Osprey Ave.
Sarasota, FL 34236

August 17, 1998

100002620601--0
-08/20/98--01022--009
****122.50 ****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

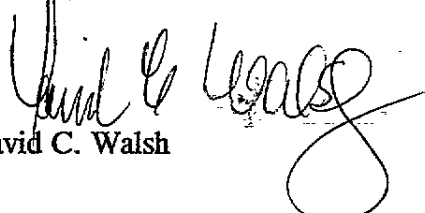
Gentlemen:

Enclosed please find Articles of Incorporation and a check for fee in the amount of \$122.50 for the following new Florida corporation:

Walsh T.P.A., Inc.

Thank you for your cooperation in this matter.

Sincerely,


David C. Walsh

/jtr
Encl.

APPROVED
AND
FILED
98 AUG 20 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 21 1998

APPROVED
AND
FILED

98 AUG 20 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WALSH T.P.A., INC.**

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WALSH T.P.A., INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is **800 South Osprey Avenue, Sarasota, FL 34236**. The street address of the initial registered office of the corporation shall be **800 South Osprey Avenue, Sarasota, FL 34236** and the name of the initial registered agent of the corporation at that address is **David C. Walsh**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

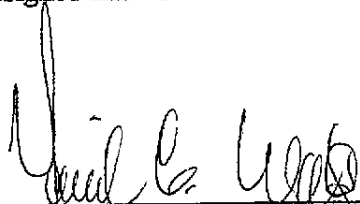
ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

David C. Walsh


800 South Osprey Avenue
Sarasota, FL 34236

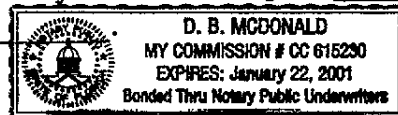
IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal
on the 18 day of August, 1998.



STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
18th Day of August, 1998, by David C. Walsh, who
is personally known to me or has produced _____ as
identification.

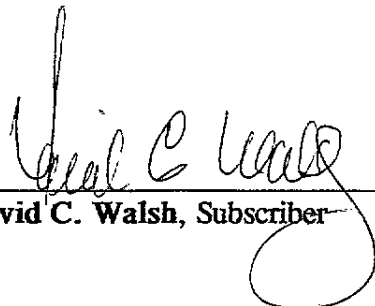

I am a Notary Public in and for the State of
Florida and my commission expires _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

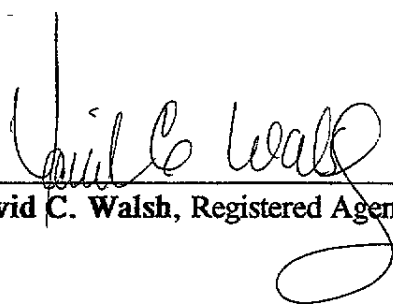
The following is submitted in compliance with chapter 48.091
Florida Statutes.

Walsh T.P.A., Inc., a corporation organized under the laws of the State of
Florida, with its principal office at **800 South Osprey Avenue, Sarasota, FL 34236** has
named **David C. Walsh**, located at **800 South Osprey Avenue, Sarasota, FL 34236**,
as its registered agent at said initial registered office, to accept service of process within
this State.



David C. Walsh, Subscriber

Having been named to accept service of process for the above corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



David C. Walsh, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 20 AM 8:57

APPROVED
AND
FILED