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

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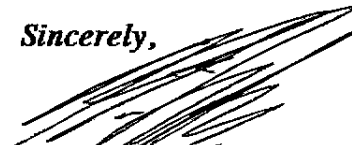
RE: Anthony E. Palmer, P.A.

Dear Sir or Madam:

I have enclosed the original and two (2) copies of Articles of Incorporation along with a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover the filing fees. Kindly return one certified copy of the Articles of Incorporation in the enclosed stamped, self-addressed envelope.

Thank you for your cooperation and attention to the above. If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,



Anthony E. Palmer

AEP:mal
Enclosures

Anthony E. Palmer, P.A.
3800 Inversary Blvd.
Suite 100E
Lauderhill, FL 33319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-9-98
MM

ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION

ANTHONY E. PALMER, P.A.

Fla.Stat. Section 607.174 and Ch. 621

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.

I. NAME OF CORPORATION

The name of the corporation shall be ANTHONY E. PALMER, P.A.

II. PURPOSES

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

1. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers, including, but not limited to, all of those services which lawyers are permitted to perform.

2. To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same.

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

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

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5. 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.

III. CAPITAL STOCK

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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

IV. DURATION

The corporation shall have perpetual existence.

V. REGISTERED AGENT

The name and address of this corporation's registered agent is
ANTHONY E. PALMER, 3800 Inverrary Boulevard, Suite 100E
Lauderhill, FL 33319

The principal office address shall be the same as the registered office.

VI. INCORPORATOR

The name and address of the incorporate is as follows:
ANTHONY E. PALMER, 3800 Inverrary Boulevard, Suite 100E

Lauderhill, FL 33319

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) 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 name and address of the initial director is ANTHONY E. PALMER,

VIII. INFORMAL SHAREHOLDER ACTION

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.

IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

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.

X. INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and

the writing 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.

XI. INDEMNIFICATION

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

XII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws 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.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1998.



ANTHONY E. PALMER

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

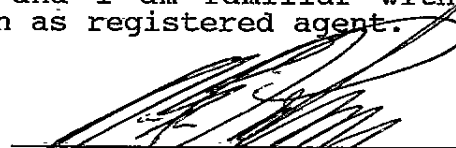
Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ANTHONY E. PALMER, P.A.
2. The name and address of the registered agent and office is ANTHONY E. PALMER, 3800 Inverrary Boulevard, Suite 100E
Lauderhill, FL 33319

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: _____

8/28/98



ANTHONY E. PALMER
Registered Agent

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