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ACCOUNT NO. : 072100000032

REFERENCE : 956747 143576A

AUTHORIZATION :

COST LIMIT : \$ *Patricia P. P.*

ORDER DATE : September 10, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 956747-005

CUSTOMER NO: 143576A

CUSTOMER: John Brewerton, Esq
JOHN LEE BREWERTON, ESQ.

250 North Orange Avenue
Suite #1700
Orlando, FL 32801

300002636323-1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 PM12:03

DOMESTIC FILING

NAME: FLORIDA LAW GROUP, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

g 9/11/98

RECEIVED
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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
FLORIDA LAW GROUP, P.A.**

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I

Name and Duration

The name of the Corporation is Florida Law Group, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 413 W. Church Street, in the City of Orlando, County of Orange, State of Florida 32801.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 250 N. Orange Avenue, Penthouse Suite, in the City of Orlando, County of Orange. The name of the registered agent at such address is John L. Brewerton, III, P.A.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Professional Service Corporation and Limited Liability Company Act, including to engage in and carry on the practice of law and to carry on on said practice only through shareholders, directors, officers, employees and agents who are duly authorized to render professional legal services through admission to the Florida Bar and practice before the Supreme Court of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock"), which shall consist of Five Hundred Shares of voting common stock, \$0.01 par value per share ("Voting Stock") and Five Hundred Shares of nonvoting common stock, \$0.01 par value per share ("Nonvoting Stock"). Unless otherwise provided in the Bylaws, the shareholders who hold shares of Nonvoting Stock of the Corporation shall not be entitled to vote at a meeting of the shareholders with respect to any item of business of the Corporation.

2. All shares of Voting Stock and Nonvoting Stock of the Corporation held by the shareholders shall have identical rights to dividend distribution.

3. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors, if any, the holders of shares of Voting Stock and shares of Nonvoting Stock of the Corporation shall have identical rights to proceeds therefrom and shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders. The Board of Directors may distribute in kind to the holders of Voting Stock and Nonvoting Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefore in cash, stock or obligations of such other corporation or, trust, or other entity, or any combination thereof and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Voting Stock and Nonvoting Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into the Corporation, or any purchase or redemption of shares of stock of the Corporation of any class shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this Subparagraph 3.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

John L. Brewerton, III

250 N. Orange Avenue, Penthouse Suite
Orlando, Florida 32801

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and street addresses of the persons who shall serve as initial directors of the Corporation until the first meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Sean D. K. Scott	416 Drew Street Clearwater, Florida 33755
John L. Brewerton III	250 N. Orange Avenue, Penthouse Suite Orlando, Florida 32801

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Indemnification

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

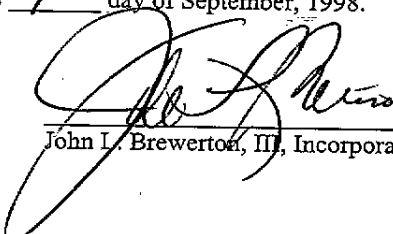
ARTICLE X

Transfer of Shares

If, from time to time, a shareholders' Subchapter S election (of the Internal Revenue Code of the United States) or any other agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock not made in accordance with such agreement, whether by operation of law or otherwise, shall be null and void, ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.


DATED at Orlando, Orange County, Florida, this 9th day of September, 1998.


John L. Brewerton, III, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of September, 1998, by John L. Brewerton, III. He is personally known to me or has produced _____ as identification and did (did not) take an oath.

(NOTARY SEAL)

Carol Seigworth
(Notary Signature)

Carol Seigworth
My Commission CC594848
Expires Oct. 21, 2000
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

REGISTERED AGENT CERTIFICATE

In pursuance of the Professional Service Corporation and Limited Liability Company Act, the following is submitted, in compliance with said statute:

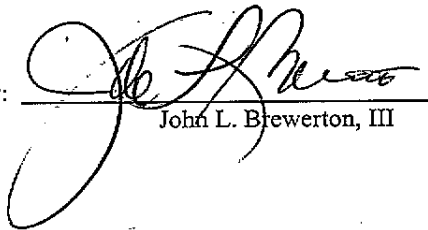
That Florida Law Group, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named John L. Brewerton, III, P.A. located at 250 N. Orange Avenue, Penthouse Suite, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.

DATED: September 7, 1998

By: _____


John L. Brewerton, III

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