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REPKA & JENNINGS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Thomas C. Jennings III

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Jan T. Govan, P.A.
Of Counsel

September 21, 1998

Secretary of State
Corporate Division
POB 6327
Tallahassee, FL 32314

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09/24/98 01033-004
*****70.00 *****70.00

Re: Alan Rosenthal, P. A.

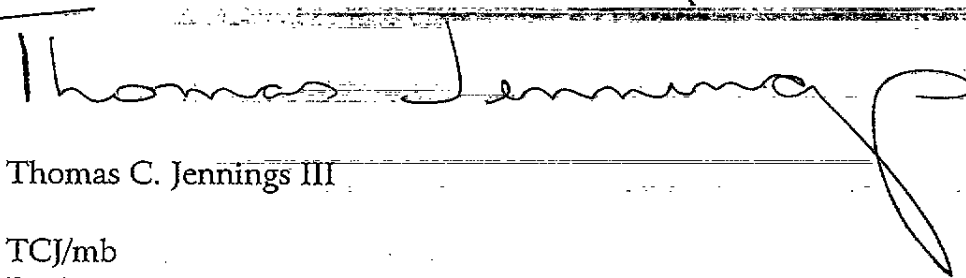
Dear Sir:

Enclosed is the original and copy of the Articles of Incorporation of Jan Govan Law Group, P. A. to be filed with the State. Please return the copy date-stamped in the enclosed self-addressed stamped envelope.

Also enclosed is my check in the amount of \$70.00 to cover cost of this request.

If you have any questions, please contact our office.

Cordially,
REPKA & JENNINGS, P.A.



Thomas C. Jennings III

TCJ/mb

Enclosure: Articles of Incorporation (original and copy)
Check (\$70.00)
SASE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ALAN ROSENTHAL, P.A.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional services corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **ALAN ROSENTHAL, P.A.**, and the corporate mailing address shall be 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE II - PURPOSE

This corporation may engage or transact only:

(A) Every aspect and phase of the business of rendering professional legal services to the general public and to do all things in connection therewith that are customarily done by licensed attorneys as defined and as in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation Act." Provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(B) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607 of the Florida Statutes.

- (C) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.
- (D) To do al an everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposed enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.
- (E) To purchase and acquire at the option of the corporation any and all of its shares owned and held by each shareholder as he should desire to sell, transfer or other wise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.
- (F) To purchase, and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and condition so such purchase; provided, however, the capital of this corporation is not impaired.

(G) To enter into, at the option of the corporation, for the benefit of the employees, one or more of the following:

- 1) a pension plan
- 2) a profit sharing plan, if such a plan is not otherwise prohibited
- 3) a stock bonus plan
- 4) a thrift and savings plan
- 5) a restricted stock option plan
- 6) other retirement or incentive compensation plan
- 7) a medical reimbursement plan

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of 7,500 shares of common voting stock having a par value of \$.001 per share payable in lawful money of the United States of America or in other property, tangible or intangible, in labor or services actually performed for the corporation or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation. Such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

If any shareholder becomes legally disqualified to practice as a attorney in the State of Florida or is elected to a public office or accepts employment that places restriction or limitation upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the by-laws adopted by the Shareholders.

ARTICLE IV - EXISTENCE

Before any stock of this corporation is issued or before any transfer of the stock of this corporation shall be registered upon the books of this corporation, as provided in the By-Laws of this corporation, each proposed shareholder shall negotiate and enter into a buy-and-sell agreement with all of the proposed or existing shareholders, as the case may be, providing for the redemption or disposition of this stock in the event his interest in the corporation is terminated for any reason whatsoever. An executed copy of the buy-and-sell agreement shall be filed with the secretary of the corporation and made a part of the records of the corporation. This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 703 Court Street, Clearwater, Florida 33756-5507, and the name of the initial registered agent of this corporation at that address is JAN GOVAN.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is JAN GOVAN, 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE VII - OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

ARTICLE VIII - POWERS OF DIRECTORS

The directors shall have the power to hold their meetings and to have one or more corporate offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the Bylaws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE IX - ASSIGNMENT BY ORIGINAL INCORPORATOR

The original Incorporator of this Corporation shall have the right to assign rights of organization to a Director who shall stand in lieu of the original Incorporator and assume and carry out all of the rights, liabilities and duties entailed by said Incorporator, subject to the laws of the State of Florida.

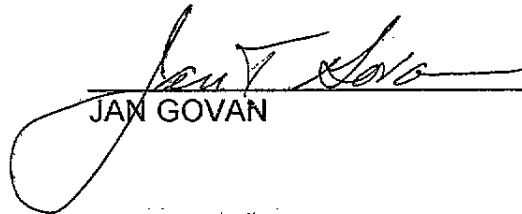
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter, modify or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation on September 18, 1998.

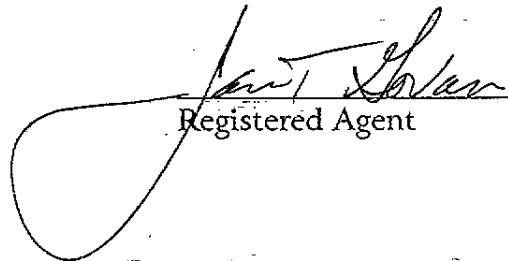

JAN GOVAN

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED AND THE PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

ALAN ROSENTHAL, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in Clearwater, County of Pinellas, State of Florida, has named JAN GOVAN as its registered agent to accept service of process within the state, who is located at 703 Court Street, Clearwater, Florida 33756-5507.

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.


Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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