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November 9, 1998

Florida Secretary of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-11/12/98--01045--011
*****78.75 *****78.75

Re: *Filing of Articles of Incorporation*
Carrington & Carrington, Attorneys At Law, P.A.

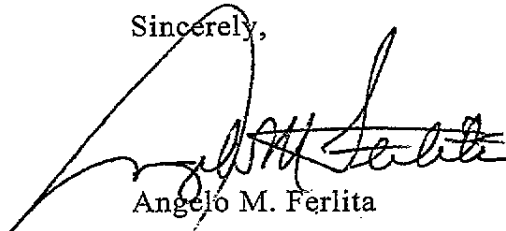
Dear Sir/Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation as well as the Certificate of Designation Registered Agent and Registered Office for Carrington & Carrington, Attorneys At Law, P.A. We also enclose a check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$35.00
Certified copy fee	\$8.75
Filing fee for resident agent	<u>\$35.00</u>
TOTAL	<u>\$78.75</u>

Please acknowledge receipt of this documentation by placing your receiving stamp on the enclosed copy of this letter and forwarding the same to us in the enclosed stamped self addressed envelope.

Sincerely,


Angelo M. Ferlita

AMF/sw
Enclosures

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Sec of State Lr 102698

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation / professional association under the laws of the State of Florida.

Article I. NAME

The name of the corporation / professional association shall be:

Carrington & Carrington, Attorneys At Law, P.A.

Article II. PRINCIPAL OFFICE

The address of the principal office of the corporation / professional association is:

619 Turner Street
Clearwater, Florida 34616

Article III. NATURE OF BUSINESS

This corporation / professional association may engage or transact in the practice of law as permitted under the laws of the United States and the State of Florida.

The corporation / professional association shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein above set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

Article IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation / professional association is authorized to have outstanding at any one time is one hundred (100) shares of common stock having

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

a par value of one dollar (\$1.00) per share. The stocks shall be divided and purchased equally between Fred Carrington and Terron Marc Carrington.

Article V. REGISTERED AGENT AND OFFICE

The initial registered office of the corporation / professional association shall be:

619 Turner Street
Clearwater, Florida 34616

and the name of the initial registered agent of the corporation / professional association at that address is:

Fred Carrington

Article VI. TERM OF EXISTENCE

This corporation / professional association shall exist perpetually and shall commence on the date these articles are filed with the Florida Department of State.

Article VII. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Fred Carrington
2302 Village Green Boulevard
Plant City, Florida 33567

Terron Marc Carrington
7650 Bayshore Drive, Unit 302(B)
Treasure Island, Florida 33706-3530

IN WITNESS WHEREOF, the undersigned Fred Carrington and Terron Marc Carrington have here unto set their hands and seal this 30th day of October, 1998.



FRED CARRINGTON

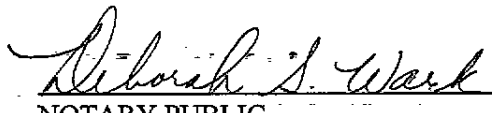

TERRON MARC CARRINGTON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, an officer duly authorized to administer oaths and take acknowledgments, this 9th day of October, 1998 by FRED CARRINGTON to me personally known or who produced _____ as identification, and known to me to be the same person described in and who subscribed the above foregoing Articles of Incorporation, and he freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of my office the day and year first above written.


 Deborah S Wark
My Commission CC713266
Expires February 3 2002


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, an officer duly authorized to administer oaths and take acknowledgments, this 9th day of October, 1998 by TERRON MARC CARRINGTON to me personally known or who produced _____ as identification, and known to me to be the same person described in and who subscribed the above foregoing Articles of Incorporation, and he freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of my office the day and year first above written.

 Deborah S Wark
My Commission CC713266
Expires February 3 2002


NOTARY PUBLIC

***Certificate of Designation Registered Agent
and Registered Office***

Pursuant to the provisions of Florida Statutes §621, §607.0501, or §617.0501, the undersigned corporation / professional associations, 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: Carrington & Carrington, Attorneys At Law, P.A.
2. The name and address of the registered agent and office is:

Fred Carrington
619 Turner Street
Clearwater, Florida 34616

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.


FRED CARRINGTON
Registered Agent

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CLERK OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, an officer duly authorized to administer oaths and take acknowledgments, this 9th day of November, 1998 by FRED CARRINGTON who is personally known to me and/or who produced _____ as verification of identification and who executed the foregoing instrument.

(SEAL)



Deborah S Wark
My Commission CC713268
Expires February 3 2002


NOTARY PUBLIC