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Litigation Lawyer

December 21, 1998

Division of Corporations
P.O. Box 6377
Tallahassee, Florida 32314

800002720368--8
-12/23/98--01028--013
****122.50 *****78.75

RE: Medeiros & Associates, Inc.
Our File: 98-0639

Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

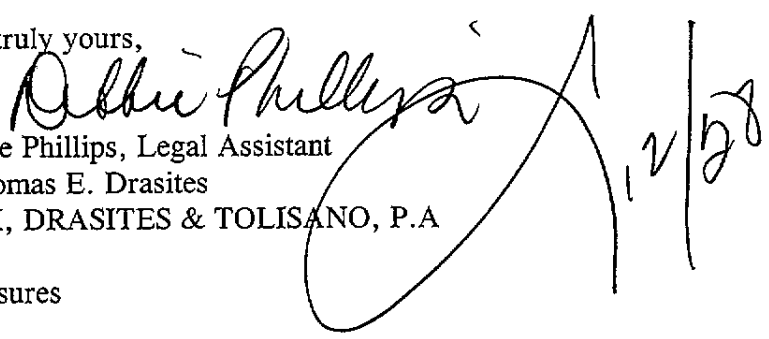
In addition, a check in the amount of \$122.50 is enclosed. This check represents the following fees:

ARTICLES OF INCORPORATION:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent		35.00
TOTAL	\$	122.50

Thank you for your attention to this matter.

Very truly yours,


Debbie Phillips, Legal Assistant
to Thomas E. Drasites
LUSK, DRASITES & TOLISANO, P.A.
/dlp
Enclosures

FILED
98 DEC 23 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
98 DEC 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

Name of Corporation

The name of this corporation is MEDEIROS & ASSOCIATES, INC. with its principal office at 1217 E. Cape Coral Parkway, #159 Cape Coral, Florida 33904. The mailing address of the corporation is the same.

II

Duration

The period of its duration is perpetual.

III

Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100.00) shares of common stock at One (\$1.00) Dollar per share par value.

V

Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows: Thomas E. Drasites, LUSK, DRASITES & TOLISANO, P.A., 202 Del Prado Boulevard, Cape Coral, Florida 33990.

VI
Incorporators

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Name	Address
AIDA MEDEIROS	1217 E. Cape Coral Parkway, #159 Cape Coral, Florida 33904

VII
Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Name	Address
AIDA MEDEIROS	1217 E. Cape Coral Parkway, #159 Cape Coral, Florida 33904

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 of 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
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

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 writings evidencing their consent are filed with the Secretary of the corporation, the action shall be 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
Amendment of Articles

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

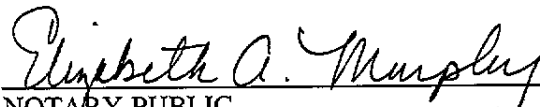
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Lee, this 12th day of December, 1998.


AIDA MEDEIROS, Incorporator

STATE OF: Massachusetts

COUNTY OF: SUFFOLK


THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of December, 1998 by AIDA MEDEIROS, who is personally known to me ~~or who produced~~ as identification and who did ~~(did not)~~ take an oath.


NOTARY PUBLIC
My Commission Expires: April 29, 2005

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the attached Articles of Incorporation. 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.

DATED this 21 day of December, 1998.



Thomas E. Drasites, Registered Agent

FILED
98 DEC 23 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA