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December 28, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

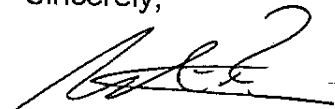
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*****78.75 *****78.75

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for "Stephen A. Barnes, P.A." and a check in the amount of \$78.75 covering filing fees and a certified copy of the Articles. Please file the articles and return my certified copy at your earliest opportunity.

Your prompt attention is appreciated.

Sincerely,



Stephen A. Barnes

FILED
98 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK DEC 31 1998

ARTICLES OF INCORPORATION

OF

Stephen A. Barnes, P.A.

FILED
98 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Stephen A. Barnes, P.A., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

Stephen A. Barnes, P.A.
ONE TAMPA CITY CENTER
201 N. FRANKLIN STREET-SUITE 3400
TAMPA, FLORIDA 33602

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date these articles of Incorporation are filed with the Secretary of State's office.

ARTICLE III. DURATION

The corporation shall have perpetual existence commencing as of the date of filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

1. To engage in every phase and aspect of the practice of law.
2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional services of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional authorized.

5. To engage in no business other than the rendering of the professional services herein specified.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefore shall be issued only by persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V-VOTING TRUSTS

No shareholder of the corporation shall enter into a voting trust or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE VI-REGISTERED OFFICE REGISTERED AGENT AND CORPORATE ADDRESS

The name of the initial Registered Agent of this corporation, and the address of the initial Registered Office of this corporation, are as follows:

Stephen A. Barnes
ONE TAMPA CITY CENTER
201 N. FRANKLIN STREET
SUITE 3400
TAMPA, FLORIDA 33602

The mailing address of this corporation is as follows:

Stephen A. Barnes
ONE TAMPA CITY CENTER
201 N. FRANKLIN STREET
SUITE 3400
TAMPA, FLORIDA 33602

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Stephen A. Barnes
ONE TAMPA CITY CENTER
SUITE 3400
201 N. FRANKLIN STREET
TAMPA, FLORIDA 33602

ARTICLE VIII-INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator, who is an attorney, duly licensed under the laws of the State of Florida to render services as such is:

Stephen A. Barnes
ONE TAMPA CITY CENTER
SUITE 3400
201 N. FRANKLIN STREET
TAMPA, FLORIDA 33602

ARTICLE IX-AMENDMENT

The power to amend or repeal the Articles of Incorporation of this corporation may be exercised in the manner provided by Chapter 607, Florida Statutes, the Florida General Corporation Act, as follows:

(A) A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders as a shareholders meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

(B) All of the directors and all of the shareholders of the corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

(C) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he or she is an ineligible shareholder under Chapter 621, Florida Statutes; but such person shall have no other voting right.

ARTICLE X-SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon such person's continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX(c) dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this

corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XI-RIGHTS OF SHAREHOLDERS WHOSE INTEREST
TERMINATES UNDER ARTICLE XI

If any shareholder of this corporation is required to terminate his or her financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(c), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by such shareholder and any other amounts that are lawfully due and owing to such shareholder by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XII-PREEMPTIVE RIGHTS

Every shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares such shareholder holds at time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice of writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting such shareholder to the shareholder's preemptive rights. This right may also be waived by affirmative written waiver submitted by the

shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII-CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of records entitled to vote shall have the right to cumulate his or her shares and to give one candidate as many votes as shall equal the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as the shareholder sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that the shareholder intends to accumulate his or her other votes at such election. This right to vote cumulative shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV-LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.


ARTICLE XV-BY LAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XVI-INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein states, this 18th day of December, 1998.


STEPHEN A. BARNES
INCORPORATOR

STATE OF FLORIDA)
)
HILLSBOROUGH)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 18th day of December, 1998, by STEPHEN A. BARNES, who is personally known to me or who has produced _____ as identification and did/did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA

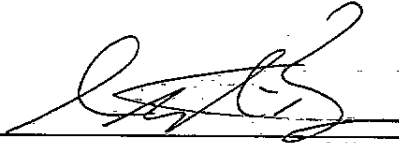
My Commission Expires:



Jung LaGrand
MY COMMISSION # CC796302 EXPIRES
December 9, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent for STEPHEN A. BARNES, P.A. and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 607.325.



STEPHEN A. BARNES

FILED
98 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA