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W. DANIEL KEARNEY, ATTORNEY AT LAW

1329 U.S. HIGHWAY 301
NORTH RIVER BUSINESS CENTER
PALMETTO, FLORIDA 34221
USA

Phone 941-729-6838
Fax 941-729-1421

November 17, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

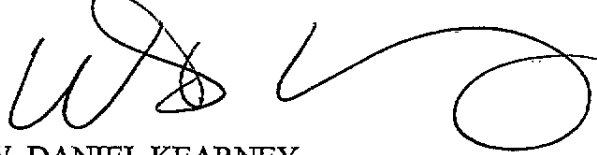
RE: LAW OFFICES OF DANIEL KEARNEY, P.A. - ARTICLES OF
INCORPORATION

Gentlemen:

I am enclosing the Articles of Corporation of the above-named for filing, along with my check
for \$70.00.

Thank you for your cooperation in this matter.

Very truly yours,



W. DANIEL KEARNEY

WDK/cc

Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
LAW OFFICES DANIEL KEARNEY, P.A.**

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The undersigned, licensed to practice law in the State of Florida, desiring to form a Professional Corporation in accordance with the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is:

LAW OFFICES DANIEL KEARNEY, P.A.

ARTICLE II

The purpose for which this Corporation is organized is to engage in the practice of law, and to take all actions therein necessary and proper in that respect.

ARTICLE III

The Corporation shall have the authority to issue one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. There shall be only one class of shares.

ARTICLE IV

The initial street address of the registered office of the Corporation in the State of Florida shall be 1329 U.S. Highway 301, Palmetto, Florida 34221, and the initial registered agent at such address shall be Daniel Kearney.

ARTICLE V

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law with the

State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of Law.

ARTICLE VI

The name and address of the principal place of business is:

LAW OFFICES DANIEL KEARNEY, P.A. 1329 U.S. HIGHWAY 301
PALMETTO, FLORIDA 34221

ARTICLE VII

The name and address of the incorporator is:

DANIEL KEARNEY 1329 U. S. HIGHWAY 301
PALMETTO, FLORIDA 34221

ARTICLE VIII

The Corporation shall have one (1) Director The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida.

ARTICLE IX

The Corporation shall have one (1) Director The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida.

ARTICLE X

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

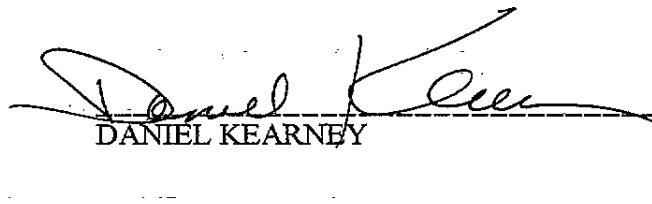
By-Laws adopted by the Board of Directors or by the Shareholders may be repealed or changed, except that any By-Law adopted by the Shareholders shall not be altered, amended, or

repealed by the Board of Directors, such power being reserved by the Shareholders.

ARTICLE XI

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

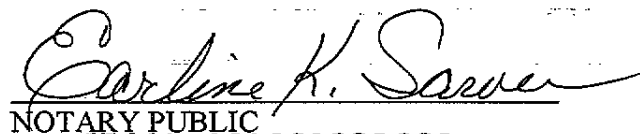
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31 day of Dec, 1998.


DANIEL KEARNEY

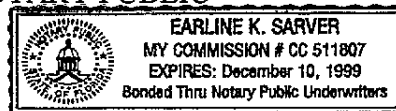
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared DANIEL KEARNEY, to me known to be the person described in and subscribing the above Articles of Incorporation, and he acknowledged before me, according to law, that he executed the above Articles as his own free act and deed for the purposes and uses herein set forth and expressed,

SWORN TO AND SUBSCRIBED before me this 31 day of Dec, 1998.


NOTARY PUBLIC


MY COMMISSION EXPIRES: _____



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First --- That LAW OFFICES DANIEL KEARNEY, P.A., desiring to organize under the

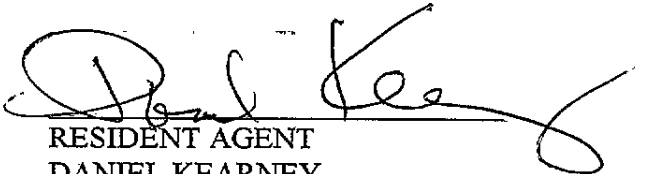
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Palmetto, County of Manatee, State of Florida, has named DANIEL KEARNEY, located at 1329 U.S. Highway 301, Palmetto, Florida 34221, as its agent to accept service of process within said state.



SUBSCRIBER
DANIEL KEARNEY

ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



RESIDENT AGENT
DANIEL KEARNEY

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