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January 27, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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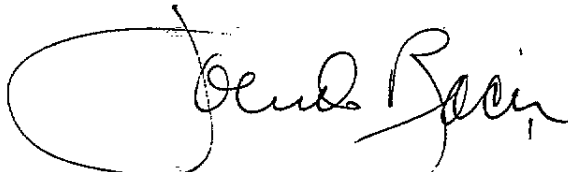
RE: RACIN and BONCEK, P.A.

Gentleman:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office with regard to the above captioned matter. Please file the same and return a file-stamped copy to the undersigned. We are enclosing a check in the amount of \$78.75 for filing fees and certified copy.

Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,



JOHN A. RACIN, ESQ.

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ARTICLES OF INCORPORATION OF RACIN AND BONCEK, P.A.

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

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ARTICLE I. NAME

The name of this Corporation shall be RACIN AND BONCEK, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of the Corporation.
3. The services of the Corporation which consist of the practice of law, shall be carried out only through the officers, employees, and agents who are active members of the Florida Bar, in good standing and licensed in Florida to render services of law.
4. To do everything necessary, proper or convenient for the accomplishment of any purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules of the Florida Bar, or by the provisions of these Articles of Incorporation.

ARTICLE II. PRINCIPAL OFFICE AND AGENT

The principal place of business and mailing address and initial registered office of the corporation shall be 1689 S.W. Gemini Lane, Port Saint Lucie, Florida 34984, and the name of the initial registered agent is Edward Boncek. The Board of Directors may from time to time move to any other address in the State of Florida, and change the registered agent.

ARTICLE III. CAPITAL STOCK

The number of shares that this Corporation is authorized to have outstanding at any one time is 100 shares, having a par value pf \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have a perpetual existence.

ARTICLE V. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

EDWARD BONCEK	JOHN A. RACIN
1689 S.W. Gemini Lane	3271 N.E. Galleon Avenue
Port Saint Lucie, Florida 34984	Palm Bay, Florida 32905

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and address of the initial person(s) to serve as a member of the initial Board of Directors is as follows:

EDWARD BONCEK	JOHN A. RACIN
1689 S.W. Gemini Lane	3271 N.E. Galleon Avenue
Port Saint Lucie, Florida 34984	Palm Bay, Florida 32905

ARTICLE VII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.


ARTICLE VIII. DISQUALIFICATION


If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation, becomes legally disqualified to render such professional services within the State of Florida or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then the Corporation shall require him to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interest in the Corporation.

ARTICLE XV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS THEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation on this 21st day of January, 1999.


EDWARD BONCEK


JOHN A. RACINE

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, personally appeared EDWARD BONCEK and JOHN A. RACIN, to me well known and known to me to be the persons described in and who executed the foregoing, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Witness my hand and seal, this 27th day of January, 1999,
in the aforesaid County and State.

NOTARY PUBLIC, STATE OF FLORIDA

 personally known

 provided as identification

ACKNOWLEDGMENT OF REGISTERED AGENT

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

By: Edward Bruce
Registered Agent

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