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Douglas Donsky

Certified Public Accountant

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February 2, 1999

Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

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-02/04/99--01043--003
*****70.00 *****70.00

EFFECTIVE DATE
1-30-99

Re: Sharon Johnson, P.A.

Dear Sirs;

I have enclosed the following for the incorporation of the above-referenced entity:

1. An originally signed and notarized copy of the Articles of Incorporation along with a two duplicates to be returned to me upon filing.
2. A Registered Agent Certificate
3. A \$70.00 check made payable to the Department of State.

Should you have any questions regarding this filing, please contact me at the address given above.

Very truly yours,


Douglas Donsky, C.P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 AM 9:38

D. BROWN FEB - 8 1999

ARTICLES OF INCORPORATION

OF

SHARON B. JOHNSON

EFFECTIVE DATE
1-30-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 AM 9:38

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is: SHARON B. JOHNSON, P.A.

Existence of the corporation shall begin at the time of subscription and acknowledgment provided the Articles of Incorporation are filed with the Department of State within five days after subscription and acknowledgment thereof.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum numbers of shares of stock which this corporation is authorized to have outstanding at any one time is 500 at \$1.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V
TERM

This corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The address of the principal offices of this corporation in the State of Florida is: 24 North Market Street, Suite 303, Jacksonville, Florida 32202.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII
DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the member of the first Board of Directors of this corporation is:

SHARON B. JOHNSON
24 North Market Street, Suite 303
Jacksonville, Florida 32202

ARTICLE IX
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

SHARON B. JOHNSON
24 North Market Street, Suite 303
Jacksonville, Florida 32202

ARTICLE X
MISCELLANEOUS

The corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation owned by the subscriber to such agreement as they may see fit. The By-Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the state of Florida when such By-law is adopted or amended. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the By-Laws or otherwise.

ARTICLE XII
AMENDMENT

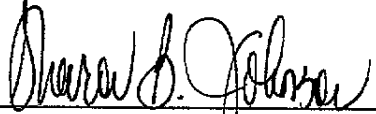
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII
INITIAL RESIDENT AGENT

The name and address of the initial Resident Agent of this corporation is:

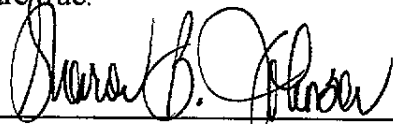
SHARON B. JOHNSON
24 North Market Street, Suite 303
Jacksonville, Florida 32202

Having been named to accept service of process for the corporation, Sharon B. Johnson, P.A., at the principal office address of 24 North Market Street, Suite 303, Jacksonville, Florida 32202, I hereby accept to act in this capacity and agree to comply with the provisions pursuant to Chapter 48.091, Florida Statutes, relative to keeping open said office.



RESIDENT AGENT

IN WITNESS WHEREOF, I, the undersigned, being of the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal, this 31 day of January, 1999, for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



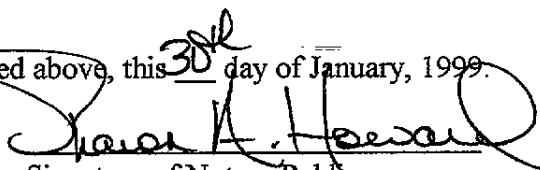
Sharon B. Johnson

STATE OF FLORIDA
COUNTY OF DUVAL

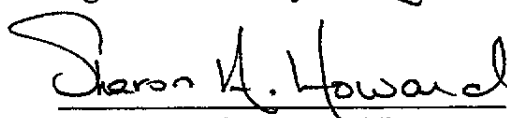
BEFORE ME, the undersigned authority, personally appeared Sharon B. Johnson to me well known and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB -4 AM 9:38

WITNESS my hand and seal in the county and state named above, this 30th day of January, 1999.


Signature of Notary Public




Print name of Notary Public

My Commission Expires: 11/4/2002