SHEPHERD, McCabe and Cooley

ATTORNEYS AND COUNSELORS AT LAW

JAMES E. SHEPHERD WILLIAM J. McCABE R. EDWARD COOLEY

1450 STATE ROAD 434 WEST SUITE 200 LONGWOOD, FLORIDA 32750 TELEPHONE (407) 830-9191 FAX #(407) 830-9049

March 26, 1999

State of Florida Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: William J. McCabe, P.A.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for William J. McCabe, P.A., together with my check in the amount of \$78.75.

Please return to the undersigned a date stamped copy of the Articles of Incorporation and a Certificate of Incorporation.

Thank you for your attention to this matter.

Sincerely,

WJM/na Enclosures

MAR 3 1 1999

SHARON

WILLIAM J. MCCABE, P.A

SOM PORTOR OF THE SERVICE The undersigned subscriber to the Articles of Incorporation, a natural person com to contract, hereby forms a corporation under the laws of the State of Florida.

<u>ARTICLE I: NAME</u>

The name of the corporation will be WILLIAM J. MCCABE, P.A., and the principal place of business of the corporation shall be 24 South Orange Avenue, Orlando, FL 32801

ARTICLE II: NATURE OF BUSINESS

This corporation shall only engage in the practice of law in the State of Florida and shall only have as shareholders persons who are admitted to the Bar in the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered agent of the corporation is 24 South Orange Avenue, Orlando, FL 32801 and the name of the initial registered agent of the corporation is WILLIAM J. MCCABE.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is:

WILLIAM J. MCCABE (P/S/T/D), 24 South Orange Avenue, Orlando, FL 32801

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is WILLIAM J. MCCABE, 24 South Orange Avenue, Orlando, FL 32801.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of March, 1999.

Sworn to and subscribed before me this 26 day of March, 1999.

My Commission Expires:

Personally known: XXXX

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.