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ERIC D. ABEL
ATTORNEY AND COUNSELOR AT LAW

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March 30, 1999

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

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-04/01/99-01098-014
*****78.75 *****78.75

RE: ERIC D. ABEL, P.A.

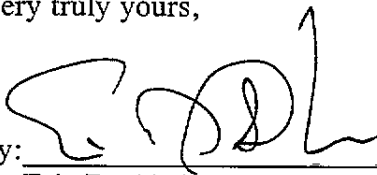
EFFECTIVE DATE
3-30-99

Dear Secretary:

I serve as the incorporator for the above-referenced professional service corporation. Enclosed please find Articles of Incorporation for filing in your office, effective March 30, 1999. Also enclosed is a check in the amount of \$78.75 to cover the cost of filing this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,

By: 
Eric D. Abel

FILED
99 APR -1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl., as stated

B. BROCK APR 6 1999

ARTICLES OF INCORPORATION

OF

ERIC D. ABEL, P.A.

FILED
99 APR -1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to theses Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Services Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

EFFECTIVE DATE
3-30-99

ARTICLE I. NAME

The name of this professional service corporation shall be Eric D. Abel, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this professional service corporation's existence shall be 30th of March, 1999. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This professional service corporation is being organized for the purpose of engaging in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real property necessary for the rendering of professional legal services. The corporation may engage in the transaction of any and all business activities permitted under Chapter 621 and 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of no par value common capital stock. None of the shares of this professional service corporation may be issued to anyone other than an individual licensed to practice law in the State of Florida.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The business of this professional service corporation shall be managed by its board of directors. The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is:

Eric D. Abel
74 W. Chase Street
Hernando, Florida 34442

ARTICLE VI. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

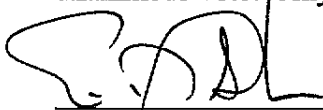
The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase St., Hernando, FL 34442.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eric D. Abel, 74 W. Chase Street, Hernando, Florida 34442.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



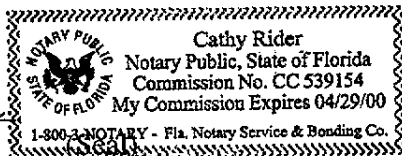
Eric D. Abel, Incorporator

[NOTARY AND SIGNATURES CONTINUED ON FOLLOWING PAGE]

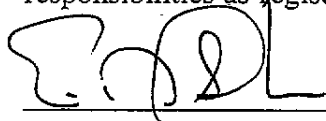
State of Florida
County of Citrus

On this 30th day of March, 1999 Eric D. Abel, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Eric D. Abel, P.A.


Notary Public



I hereby accept my designation as registered agent and agree to serve as the registered agent of Eric D. Abel, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Eric D. Abel, P.A.



Eric D. Abel, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA