

Law Offices
DAVES, WHALEN, McHALE & CONSIDINE

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FILED
99 MAR 31 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 26, 1999

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

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-03/31/99--01052--013
122.50 **78.75

EFFECTIVE DATE
3-24-99

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of DAVES, WHALEN, McHALE & CONSIDINE, P.A.. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees. **PLEASE NOTE THAT WE ARE REQUESTING AN EFFECTIVE DATE OF MARCH 24, 1999.**

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,

Shirley M. Pucillo

Shirley M. Pucillo
Secretary to Timothy L. Whalen
Enclosures

Shirley
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *eff date & RA accept*
DATE *4/6/00*
DOC EXAM *SD*

FF \$70.20
CC 8.75
OP 43.75

APR - 6 1999

SHARON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DAVES WHALEN McHALE & CONSIDINE, P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is DAVES WHALEN McHALE & CONSIDINE, P.A.

ARTICLE II. DURATION; COMMENCEMENT DATE

This corporation shall commence existence on March 24, 1999. The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

EFFECTIVE DATE
3-24-99

The purpose of the corporation is to engage in the practice of law. The sole and exclusive professional service to be rendered by the corporation is legal services.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice law will be not less than Ten Thousand Dollars (\$10,000.00)

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 301 Clematis Street, Suite 200,

West Palm Beach, FL 33401. The name of the initial registered agent of the corporation, located at such office, is Timothy L. Whalen.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is: Timothy L. Whalen, 301 Clematis Street, West Palm Beach, Florida.

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one and the names and addresses of the initial director is: Timothy L. Whalen, 301 Clematis Street, West Palm Beach, Florida.

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

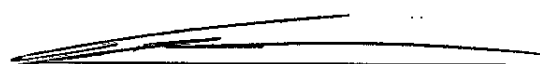
The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by a majority in interest of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, I, the undersigned incorporator of this corporation, have executed these articles of incorporation at West Palm Beach, Florida on March 22, 1999.

By my signature below, I accept designation as registered agent.


Timothy L. Whalen

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TIMOTHY L. WHALEN, to me known to be the person described in and who executed the foregoing instrument and who produced the following identification, to wit: Florida's Drivers License, and he acknowledged before me that he executed the same as Incorporator and Subscriber.

WITNESS my hand and official seal in the County and State last aforesaid March 22, 1999.



SHIRLEY M PUGILLO
My Commission CC546650
Expires Apr. 09, 2000


NOTARY PUBLIC

My commission expires:

FILED
99 MAR 31 PM 3:37
CLERK OF STATE
TALLAHASSEE, FLORIDA