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WAYNE S. TIMMERMAN, P.A.

ATTORNEY AT LAW

SUITE 101

101 SOUTH FRANKLIN STREET

TAMPA, FLORIDA 33602-5327

TELEPHONE (813) 226-0476 FACSIMILE (813) 226-2230

May 5, 1999

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

400002884474--0
-05/24/99--01129--011
****122.50 *****78.75

Re: Mediations, Inc. *of Tampa Bay, Inc.*

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation to be filed with your office, for the captioned corporation.

Also, enclosed is my check payable to the Secretary of State in the amount of \$ 122.50 which represents the filing fee, Charter Tax and certificate of incorporation.

After this corporation has been filed and issued a charter Number, please return the original Certificate of Incorporation and a copy of the Articles to me along with your confirmation of filing.

Should you have any problems or questions concerning this matter, please contact me immediately at the telephone number listed above.

Sincerely yours,

Wayne S. Timmerman
Wayne S. Timmerman

FILED
99 JUL 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WST/st
Enclosure

W-12543

WST 7/14/99

*Okay to Rye et -
Per Connie*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 1999

WAYNE S. TIMMERMAN, ESQ.
101 S. FRANKLIN ST.
TAMPA, FL 33602-5327

SUBJECT: MEDIATIONS AND ARBITRATIONS, INC.
Ref. Number: W99000012543

We have received your document for MEDIATIONS AND ARBITRATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 999A00029480

ARTICLES OF INCORPORATION
OF
MEDIATIONS OF TAMPA BAY, INC.

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99 JUL 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is MEDIATIONS OF TAMPA BAY, INC. whose business address is 101 South Franklin Street, Suite 101, Tampa, Florida 33602-5327 and mailing address is 101 South Franklin Street, Suite 101, Tampa, Florida 33602-5327.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized is to perform mediations, arbitrations, and dispute resolutions and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other laws, or by those Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any

foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$ 1.00 per share.

ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's by-laws, all of the shares entitles to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is 101 South Franklin Street, Suite 101, Tampa, Florida 33602-5327 and the name of the initial registered agent at such address is Wayne S. Timmerman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two Members, who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be either increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). The names and addresses of the persons who shall serve as directors until the

first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

A. Woodson Isom, Suite 101, 101 South Franklin St., Tampa, Fl 33602.

Wayne S. Timmerman, Suite 101, 101 South Franklin St., Tampa, Fl.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporators are:

A. Woodson Isom, Jr., P.A. , Suite 101, 101 South Franklin St.,
Tampa, Fl 36602-5327.

Wayne S. Timmerman, P.A., Suite 101, 101 South Franklin St., Tampa,
Fl. 33602-5327.

IN WITNESS WHEREOF, the undersigned has made and subscribed
these Articles of Incorporation at Tampa, Hillsborough County,
Florida on this 9 day of ~~June~~ ^{July}, 1999.

A. Woodson Isom, Jr., P.A.



By: A. Woodson Isom, Jr., President

Wayne S. Timmerman, P.A.



Wayne S. Timmerman, President
Incorporator

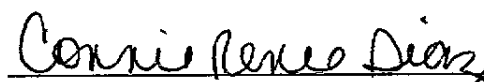
STATE OF FLORIDA

COUNTY OF Hillsborough

THE FOREGOING was acknowledged before me by A. Woodson Isom
and Wayne S. Timmerman personally known to me, this 9th day of
~~June~~ ^{July}, 1999.



Connie Renee Diaz
MY COMMISSION # CC649056 EXPIRES
May 20, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida

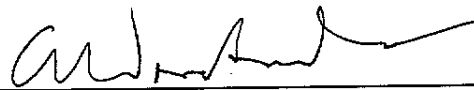
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That MEDIATIONS OF TAMPA BAY, INC. desiring to organize to
qualify under the laws of the state of Florida, with its principal
place of business in City of Tampa, County of Hillsborough, State
of Florida, has named Wayne S. Timmerman as its agent to accept
service of process within Florida.

A. Woodson Isom, Jr., P.A.



A. Woodson Isom, Jr., President

Wayne S. Timmerman, P.A.




Wayne S. Timmerman, President

FILED
99 JUL 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

DATED this 30th day of June, 1999.


Wayne S. Timmerman