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LETTER OF TRANSMITTAL

Siemon & Larsen
433 Plaza Real, Suite 339
Boca Raton, Florida 33432
561-368-3888

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*****70.00 *****70.00

July 12, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

FILED
99 JUL 15 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Incorporation of Charles L. Siemon, P.A.

Ladies and Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the referenced corporation, together with the Registered Agent's Certificate of acceptance.

Also enclosed is a check payable to the Florida Department of State in the amount of \$70.00 is attached in payment of the filing fee.

When the Articles have been filed, please return the stamped copy with the Certificate of Incorporation to me via the enclosed stamped self-addressed envelope.

Thank you.

Very truly yours,


Thomas E. Scott

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ARTICLES OF INCORPORATION

OF

Charles L. Siemon, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Charles L. Siemon, P.A.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be 433 Plaza Real, Suite 339, Boca Raton, Florida 33432.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution. The number of shares which the Corporation is authorized to issue is 100 shares.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 433 Plaza Real, Suite 339, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Thomas E Scott, Esquire.

ARTICLE V

INCORPORATOR

The Incorporator of this Corporation is Charles L. Siemon, Esquire, whose address is 433 Plaza Real, Suite 339, Boca Raton, Florida 33432.

ARTICLE VI

EFFECTIVE DATE

The effective date of this Corporation is July 8, 1999.

ARTICLE VII

CORPORATE PURPOSE

This Corporation is organized under Chapter 621 Florida Statutes for the sole and specific purpose of engaging in the practice of law and has as its shareholders only other professional corporations, professional limited liability companies, or individuals who themselves are duly

licensed or otherwise legally authorized to render the same professional service as the Corporation.

ARTICLE VIII

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING


At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X

AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 8th day of June, 1999.


Charles L. Siemon, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas E. Scott, Registered Agent

Date June 12, 1999