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Susan M. Payne, Esquire
West Pasco Government Center
7530 Little Road, Suite 201
New Port Richey, Florida 34654

Fax# (727) 847-8025

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: PAYNE & RANDA, P.A.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation; and
3. A check in the amount of \$78.75 made payable to the Secretary of State.

The enclosed check to the Secretary of State will cover the filing fees, a certified copy of the articles and the registered agent designation.

Please fax confirmation of filing to our office and return the certified copy of the Articles of Incorporation to this office as soon as possible using the self-addressed stamped envelope enclosed.

Thank you for your prompt attention to this matter.

Sincerely,


Susan M. Payne, Esquire
Enclosures

FILED
99 SEP 13 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PAYNE & RANDA, P.A.**

FILED
99 SEP 13 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, for the purpose of forming a professional service corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

PAYNE & RANDA, P.A.

The principal place of business of this corporation shall be 2431 Aloma Avenue, Suite 102, Winter Park, Florida 32792.

ARTICLE II

This Corporation is organized for the purpose of engaging in the practice of law and to engage in any activity permitted under the laws of the United States and the State of Florida. The professional services involved in the Corporation's practice of law may be rendered only through its officers, agents, and employees, who shall be duly authorized and licensed to practice law in the State of Florida.

This Corporation shall also do everything necessary and proper in accomplishing the purposes set forth above and do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only to the individuals licensed to practice law in the State of Florida.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 2431 Aloma Avenue, Suite 104, Winter Park, Florida 32792, and the name of the initial registered agent is Burke L. Randa.

ARTICLE VI

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Burke L. Randa
2431 Aloma Avenue, Suite 104
Winter Park, Florida 32792

Susan M. Payne
2431 Aloma Avenue, Suite 102
Winter Park, Florida 32792

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Burke L. Randa
2431 Aloma Avenue, Suite 102
Winter Park, Florida 32792

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Burke L. Randa
2431 Aloma Avenue, Suite 104
Winter Park, Florida 32792

Susan M. Payne
2431 Aloma Avenue, Suite 102
Winter Park, Florida 32792

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this 30th day of August, 1999.

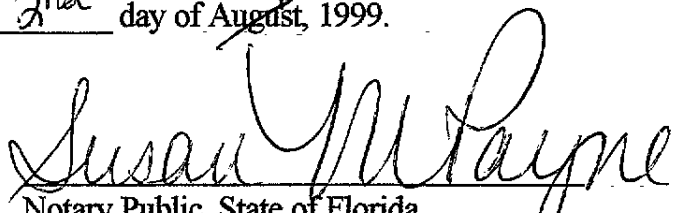

Burke L. Randa

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared BURKE L. RANDA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed who produced a drivers license as identification and who did take an oath.

WITNESS my hand and official seal this 2nd day of September, 1999.




Notary Public, State of Florida
My Commission Expires: 3/6/2001

DESIGNATION OF REGISTERED AGENT

PAYNE & RANDA, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Winter Park, Florida, had and does by these presents name Burke L. Randa as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 30th day of August, 1999.



Burke L. Randa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA