

JAMES H. TITUS

ATTORNEY AT LAW

355 WEST VENICE AVENUE
VENICE, FLORIDA 34285

MEMBER OF THE FLORIDA
AND PENNSYLVANIA BARS

TEL: (941) 412-1700
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October 1, 1999

VIA EXPRESS MAIL

P99000089101

Secretary of State
State of Florida
Corporation Department
409 East Gaines Street
Tallahassee, FL 32399

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122.50 **78.75

Re: JAMES H. TITUS, P.A.

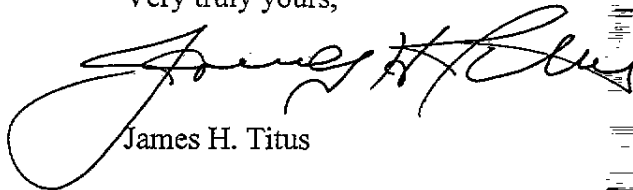
Dear Sir or Madam:

I am enclosing Articles of Incorporation for the above referenced corporation, fully executed, for filing with the Florida Secretary of State.

I am also enclosing a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to me.

Thank you for your assistance, and please call me if you require anything further regarding this matter.

Very truly yours,


James H. Titus

JHT/hs
Encls.

cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

JAMES H. TITUS, P.A.

The undersigned subscriber to these 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 Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is James H. Titus, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 355 West Venice Avenue, Venice, Florida 34285.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage 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 and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 355 West Venice Avenue, Venice, Florida 34285. The name of the initial registered agent at that address is James H. Titus.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Name	Address
James H. Titus	355 West Venice Avenue Venice, Florida 34285

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
James H. Titus	355 West Venice Avenue Venice, Florida 34285

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a

shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

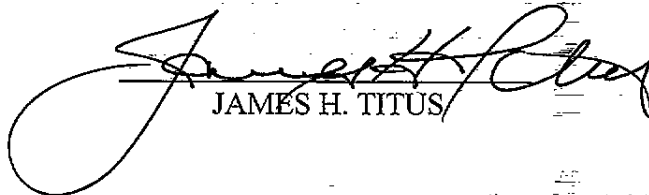
ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the Board of Directors, provided that such amendment be in compliance with the Laws of Florida governing a Professional Service Corporation.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on October 1, 1999.


JAMES H. TITUS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing articles of incorporation were acknowledged before me on this 1st day of October, 1999, by JAMES H. TITUS, who is personally known to me or who produced _____ as identification and who did not take an oath.


Notary Public

KIMBRA L. KASTOR
Print, Type, or Stamp

(Seal)



Kimbra L. Kastor
My Commission CC588941
Expires Sep 29, 2000

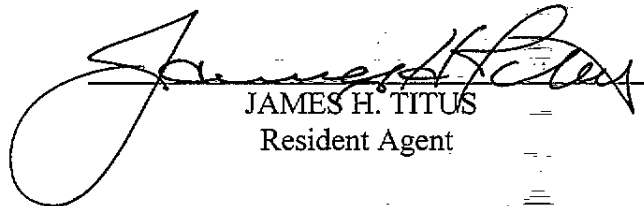
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

First—That JAMES H. TITUS, 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 the City of Venice,
County of Sarasota, State of Florida, has named JAMES H. TITUS, 355 West Venice Avenue;
Venice, Florida 34285, as its agent to accept service of process within this state.

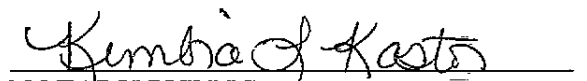
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


JAMES H. TITUS
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of October,
1999, by JAMES H. TITUS, who is personally known to me or who produced
as identification and who did not take an oath.


NOTARY PUBLIC
Print Name: KIMBRA L. KASTOR
My Commission expires:

[SEAL]



Kimbra L. Kastor
My Commission CC588941
Expires Sep 29, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT -5 PM 12:38

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