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STATE DEPT OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

dickson & fuentes, p.a.

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ARTICLES OF INCORPORATION
OF
DICKSON & FUENTES, P.A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate myself in order to form a Personal Service Corporation for Profit under the provisions of Section 608 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end I do, by these Articles, set forth:

ARTICLE I - NAME

The name of this personal service corporation shall be: DICKSON & FUENTES, P.A. (Hereinafter referred to as "the corporation"). Its mailing address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is incorporated for the purpose of providing professional legal services as permitted under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Milton Fuentes, and his address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

Prepared by:
Milton Fuentes, Esquire
999 Brickell Avenue, Suite 700
Miami, Florida 33131
(305) 371-9494

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Milton Fuentes	999 Brickell Avenue, Suite 700 Miami, Florida 33131
Gregorio A. Dickson	999 Brickell Avenue, Suite 700 Miami, Florida 33131

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BYLAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles of Incorporation is Milton Fuentes, and his address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

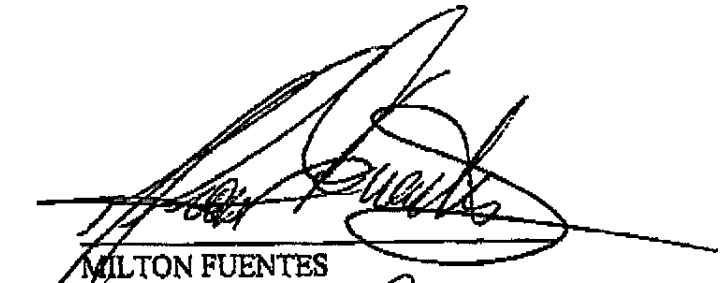
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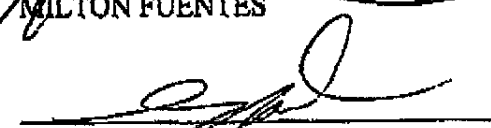
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ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, and Personal Service Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12th day of May, 2000.


MILTON FUENTES


GREGORIO A. DICKSON

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DICKSON & FUENTES, P.A.

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

IN COMPLIANCE WITH FLORIDA STATUTES §608, THE FOLLOWING IS SUBMITTED:

FIRST — That DICKSON & FUENTES, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Unincorporated Dade County, in the State of Florida, has named Gregorio Dickson, Esq., whose address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131 in Miami-Dade County, in the State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PERSONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 12th day of May, 2000.

By: 
GREGORIO DICKSON, ESQ.
Registered Agent

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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared MILTON FUENTES and GREGORIO A. DICKSON, personally known to me, or who produced the following identification FL Driver's License F532-540-69-068, FL Driver's License D250-281-60-207-0 to be the persons described herein as the subscribers and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 12th day of May, 2000, in the City of Miami, County of Miami-Dade, in the State of Florida.



Maria Alexandra Ramirez
My Commission 00000472
Expires Sep. 23, 2000

[Handwritten Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires: 9/23/00

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TALLAHASSEE, FLORIDA

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