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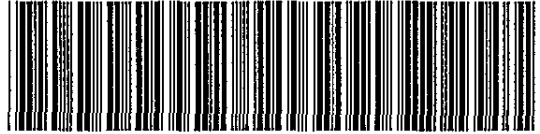
(Business Entity Name)

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GERSON & DAVIS, P.A.

January 15, 2003

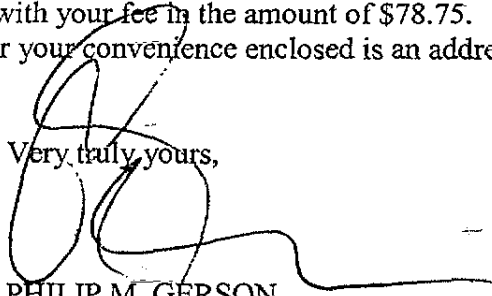
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: **Gerson and Schwartz, P.A.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation of Gerson and Schwartz, P.A. for filing (original and one copy) along with your fee in the amount of \$78.75. Please provide us with a certified copy. For your convenience enclosed is an addressed, stamped envelope.

Very truly yours,


PHILIP M. GERSON

/xd

encs.

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TALLAHASSEE
03 JAN 21 11:16 AM

ARTICLES OF INCORPORATION

OF

GERSON & SCHWARTZ, P.A.

We, the undersigned, hereby agree to these Articles of Incorporation of GERSON & SCHEWARTZ, P.A., a Florida corporation, as follows:

ARTICLE I

The name of the Corporation shall be GERSON & SCHWARTZ, P.A.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is formed as a professional service corporation pursuant to Chapter 621, Florida Statutes and shall have all of the powers now and hereafter conferred by the laws of the State of Florida pertaining to professional service corporations. Its purpose is to conduct the practice of law through its shareholders, all of whom are and are required to be attorneys licensed to practice law in the State of Florida.

ARTICLE IV

The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of One (\$1.00) Dollar per share, which shares shall be paid for in lawful money of the United States of

America, or in property, or in services that have actually been performed for the corporation.

ARTICLE V

The post office address of the principal office of the Corporation in Florida is 1980 Coral Way, Miami, Florida 33145, or at such other place within the State as the shareholders may from time to time, by appropriate action, determine.

ARTICLE VI

The initial Registered Agent of the Corporation and the street address of the registered office is PHILIP M. GERSON, 1980 Coral Way, Miami, Florida 33145.

ARTICLE VII

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The names and addresses of the initial directors of this corporation are: PHILIP M. GERSON, 1980 Coral Way, Miami, Florida 33145.

ARTICLE VIII

The names and post office address of all subscribers of this Corporation, and the number of shares which each agree to take are:

<u>Stockholder</u>	<u>Address</u>	<u>Number of Shares</u>
PHILIP M. GERSON	1980 Coral Way Miami, Florida 33145	99
EDWARD S. SCHWARTZ	1980 Coral Way Miami, Florida 33145	1

The par value of the shares shall be no less than One (\$1.00) Dollar, each subscriber having paid at least One (\$1.00) Dollar per share for them.

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the shareholders of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and such shareholder may be counted in determining the existence of a quorum at any meeting of the shareholders of this Corporation which shall authorize any such contract or transaction, notwithstanding the fact the such shareholder is so interested.

ARTICLE X

The Corporation shall indemnify any and all of its officers or former officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defenses of any action, suit or proceeding in which they, or any them, are made parties, or a party by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other Corporation, to the full extent permitted by Chapter 621, Florida Statutes, or any successor statute.

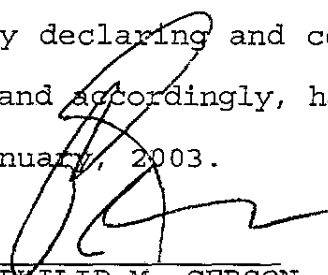
ARTICLE XI


Each of the shareholders shall have preemptive right to have first offered to him a proportion of any presently or hereafter authorized stock, options, warrants, bonds, debentures, notes, or securities convertible into stock which the Corporation may at any time hereafter issue in proportion to that shareholder's holdings of stock at the time of the issue.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being all of the subscribers hereinabove named, for the purpose of submitting these Articles of Incorporation, do subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hand, this 10 day of January, 2003.


PHILIP M. GERSON
Subscriber


EDWARD S. SCHWARTZ
Subscriber

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

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

That GERSON & SCHWARTZ, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named PHILIP M. GERSON located at 1980 Coral Way, Miami, Florida 33145 as its agent to accept service of process within this State.

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



PHILIP M. GERSON
Registered Agent

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