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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

BINSTOCK RUBIN ADLER ALDECOA & ELLZEY, P.A.

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**ARTICLES OF INCORPORATION
OF**

2006 JAN 25 PM 12:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BINSTOCK RUBIN ADLER ALDECOA & ELLZEY, P.A.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

BINSTOCK RUBIN ADLER ALDECOA & ELLZEY, P.A.
9100 S. Dadeland Blvd., Suite 901
Miami, FL 33156

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, and shall be perpetual.

ARTICLE III

The corporation may engage in the business of public accounting and any other business(es) which may be lawfully engaged in by a professional association engaged in the business of public accounting.

Prepared By:
THOMAS RUFFIN III, ESQ.
Florida Bar No. 442119
Teschner Gutter Chaves Rubin Ruffin & Forman, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Tel: (561) 998-7847

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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.001	Common

ARTICLE V

Street Address of Principal Office of Corporation

The street address of the initial principal office of the corporation shall be 9100 S. Dadeland Blvd., Suite 901, Miami, FL 33156.

Name and Street Address of Registered Agent

The initial registered agent of the corporation shall be Ronald Rubin, 9100 S. Dadeland Blvd., Suite 901, Miami, FL 33156.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be five. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death, is

<u>Name</u>	<u>Address</u>
ALEX BINSTOCK	9100 S. Dadeland Blvd., Suite 901, Miami, FL 33156.
RONALD RUBIN	9100 S. Dadeland Blvd., Suite 901, Miami, FL 33156.
LESLIE ADLER	9100 S. Dadeland Blvd., Suite 901, Miami, FL 33156.

JORGE ALDECOA

9100 S. Dadeland Blvd., Suite 901,
Miami, FL 33156.

RANDY ELLZEY

9100 S. Dadeland Blvd., Suite 901,
Miami, FL 33156.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

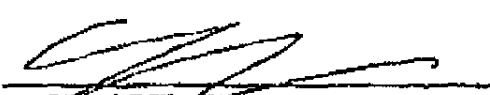
NameAddress

Thomas Ruffin III

2101 Corporate Boulevard, Suite 107
Boca Raton, Florida 33431

Executed at Boca Raton, Florida on the 23 day of January, 2006.

INCORPORATOR

By: 

THOMAS RUFFIN III

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of January, 2006, by THOMAS RUFFIN III, who is personally known to me and did take an oath.

Lauren Reilly

Notary Public

Name of Notary: _____

Commission No.: _____



Lauren Reilly
MY COMMISSION # DD148859 EXPIRES
September 9, 2006
SCHOENFELDER & SONS, INC.

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ACCEPTANCE BY REGISTERED AGENT

Having appointed the registered agent of BINSTOCK RUBIN ADLER ALDECOA & ELLZEY, P.A., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 23 day of JANUARY, 2006.



RONALD RUBIN

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