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STATE OF FLORIDA
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000003646)))
NAME: NEEDLE AND GALLGHER, P.A.
FAX AUDIT NUMBER: H95000003645
DATE REQUESTED: 03/30/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:15:56
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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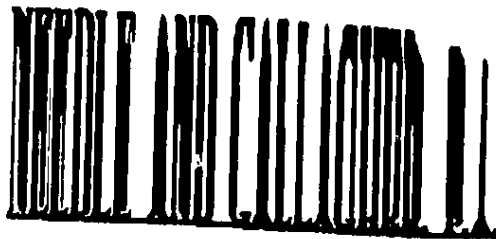
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Re-Send 1st page

20:11:32
03/30/95

ARTICLES OF INCORPORATION

OF



FILED
MAR 30 PM 4:26
FBI - MIAMI

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 621, Florida Statutes, hereby files these Articles of Incorporation in order to form a professional service corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be: **NEEDLE AND GALLAGHER, P.A.**

The principal office and mailing address of the corporation shall be:

**2950 S.W. 27TH AVENUE, SUITE 300
MIAMI, FLORIDA 33133**

ARTICLE II

Powers

I. The Corporation's sole purpose as herein stated shall be to engage in the practice of law, including all services lawfully incident thereto, and carried out by its Board of Directors in a manner that will enable the Corporation to comply with Chapters 621 and 607, Florida Statutes. To this end the Corporation shall have the following powers:

A. To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment of performance of its obligations.

B. To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

C. To enter into contracts...

H9500000 3645

H9500000 3645

BY: THOMAS G. ALBERTS, ESQ. (FL. BAR NO. 0789658) 771 ARTHUR GORDON RD. 4TH FLOOR
MIAMI BEACH, FL 33139 (305) 673-3000

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D. To perform every act authorized by law or statute and necessary or proper for the accomplishment of the objects and purposes enumerated herein for the protection and benefit of the Corporation.

ARTICLE III

Shares

The Corporation shall be authorized to create and issue One Hundred Shares of Common Stock.

ARTICLE IV

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name	Address
a. Janice Gallagher, Esq.	2950 S.W. 27th Avenue, Suite 300 Miami, FL 33133

ARTICLE VI

Registered Agent and Office

The street address of the corporation's initial registered office and the name of its initial registered agent shall be:

- 1) 2950 S.W. 27th Avenue, Suite 300
Miami, FL 33133
- 2) Janice Gallagher, Esq.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 29th day of March, 1995.


Janice Gallagher, Esq., Incorporator

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STATE OF FLORIDA
COUNTY OF DADE }

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned Notary Public of the State of Florida, Janice Gallagher, Esq., the initial incorporator of the above referenced corporation, whose name is subscribed to the herein three page instrument, and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 29th day of March, 1995.

(Seal)



C. Sanchez
(signature of Notary Public)

Carmen A. Sanchez
(print name)

Produced identification as follows: Personally Known/or
Did Not take an oath.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned professional services corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is **NEEDLE AND GALLAGHER, P.A.**
2. The name of the registered agent is **JANICE GALLAGHER, ESQ.**
3. The name of the registered office is **2250 S.W. 27th Ave., Suite 300, Miami, FL 33133.**

Janice Gallagher
**JANICE GALLAGHER, ESQ., as
 Secretary-Treasurer of
 Needle and Gallagher, P.A.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I heroby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Janice Gallagher
**JANICE GALLAGHER, ESQ., as
 Secretary-Treasurer of
 Needle and Gallagher, P.A.**

53 MAR 29 PM 1:26

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LAW OFFICES

NEEDLE & GALLAGHER, P.A.

1401 BRICKELL AVENUE

SUITE 900

MIAMI, FLORIDA 33131

TELEPHONE (305) 530-0000

TELECOPIER (305) 530-1919

ANDREW NEEDLE
JANICE L. GALLAGHER
A. FRANCISCO ARECES
ISRAEL REYES

FILED
96 JAN -5 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Needle Gallagher & Areces, P.A.
Articles of Amendment

200001680472
-01/05/96--01091--002
****148.74 ****148.74

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Amendment
for the above-named Florida corporation.

Please send us the following documents:

- 1) Certified copy of the Articles of Amendment;
- 2) Certificate of Status; and
- 3) Certified copy of the Original Articles of Incorporation.

Enclosed is a check in the amount of \$148.74, the amount needed for
filing and providing the requested documents.

Thank you for your assistance in this matter. If you have any
questions, please feel free to contact me at (305) 530-0000.

Sincerely,

Janice Gallagher
JANICE GALLAGHER

Enclosures

*Correspondence ✓
Junda*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
NEEDLE AND GALLAGHER, P.A.**

FILED
96 JAN -5 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this professional service corporation adopts the following articles of amendment to its articles of incorporation:

Amendments adopted:

**ARTICLE I (Amended)
Name**

The name of the corporation shall be: **NEEDLE GALLAGHER & ARECES, P.A.**

The principal office and mailing address of the corporation shall be:

1401 Brickell Avenue, Suite 900
Miami, FL 33131

**ARTICLE VI (Amended)
Registered agent and office**

The street address of the registered agent shall be: 1401 Brickell Avenue, Suite 900, Miami, FL 33131. The registered agent shall continue to be: Janice Gallagher, Esq.

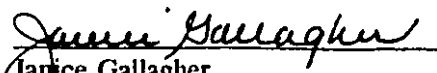
Date of Each Amendment's Adoption:

The date of each amendment's adoption shall be January 3, 1996.

Adoption of Amendments:

The amendments were adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 3rd of January, 1996.


Janice Gallagher
Secretary-Treasurer of
Needle Gallagher & Areces, P.A.

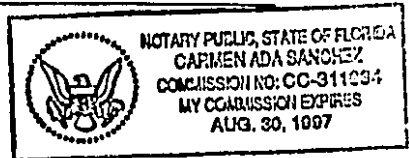
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned Notary Public of the State of Florida, Janice Gallagher, Esq., the Secretary-Treasurer of the above reference corporation, whose name is subscribed to the herein three page instrument, and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 3rd day of January, 1996.

C. Sánchez
(signature of Notary Public)

Carmen A. Sanchez
(print name)



Produced identification as follows: Personally Known/or
Did not take an oath

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

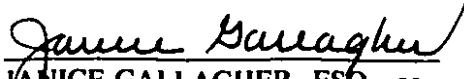
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned professional service corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is NEEDLE GALLAGHER & ARECES, P.A.
2. The name of the registered agent is JANICE GALLAGHER, ESQ.
3. The address of the registered office is 1401 BRICKELL AVENUE, SUITE 900, MIAMI, FL 33131.


JANICE GALLAGHER, ESQ., as
Secretary-Treasurer of
Needle Gallagher & Areces, P.A.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above professional service corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JANICE GALLAGHER, ESQ., as
Secretary-Treasurer of
Needle Gallagher & Areces, P.A.