

George M. Lucas
Attorney at Law
3600 S.W. 115 Avenue - Suite 212
Miami, Florida 33183
(305) 382-2221
Fax: (305) 382-2127

March 11, 1996

P96000027398

Department of State
Division of Corporations
P.O. Box 6327 409 E GAINES ST.
Tallahassee, FL 32314 32301

00000017453060
03/15/96--01111--004
***+122.50 ***+122.50

RE: GEORGE M. LUCAS, P.A.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

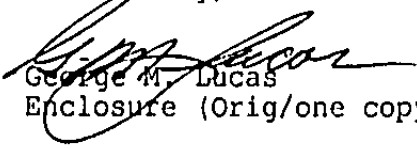
Please provide a certificate of status.

A check for \$122.50 is enclosed. This represents payment for:

Filing
Certified Copy
Designation of Registered Agent

Please return the certified copy of the articles of incorporation and your filing letter to me at the above address.

Yours truly,


George M. Lucas
Enclosure (Orig/one copy articles)

FILED
MAR 28 PM 1:52
TALLAHASSEE, FLORIDA

3-15-96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

GEORGE M. LUCAS
5600 SW 135TH AVENUE STE 212
MIAMI, FL 33183

SUBJECT: GEORGE M. LUCAS, P.A.
Ref. Number: W9600005974

We have received your document for GEORGE M. LUCAS, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00012687

George M. Lucas
Attorney at Law
3600 S.W. 133 Avenue - Suite 212
Miami, Florida 33183
(305) 382-2221
Fax: (305) 382-2127


March 25, 1996

ATTN: TERRI BUCKLEY
CORPORATE SPECIALIST
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GEORGE M. LUCAS, P.A.- YOUR LETTER DATED MARCH 20, 1996
696A00012687

The required acceptance by registered agent is now attached.

Yours truly,



George M. Lucas

Enclosure (Orig/one copy articles/acceptance)

**ARTICLES OF INCORPORATION
OF
GEORGE M. LUCAS, P.A.**

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the professional service corporation is GEORGE M. LUCAS, P.A.

ARTICLE II. DURATION

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 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. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollars (\$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 V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the corporation's registered office is 5600 S.W. 135 Avenue, Suite 212, Miami, Florida 33183. The name of the initial registered agent of the corporation, located at such office, is George M. Lucas.

FILED
95 MAR 28 PM 1:52
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

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

**GEORGE M. LUCAS
13020 S.W. 82 TERRACE
MIAMI, FLORIDA 33183**

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is 1 and the name and address of the initial director is:

**GEORGE M. LUCAS
13020 S.W. 82 TERRACE
MIAMI, FLORIDA 33183**

The initial director shall hold office until his successor(s) are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be two years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. 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 XI. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 10 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by shareholder consent, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.


ARTICLE XII. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII. 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 hereof, the undersigned incorporator of this corporation, has executed these articles of incorporation at Miami, Dade County, Florida on March 14, 1996.

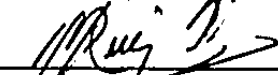


George M. Lucas

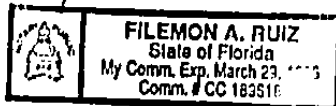
6000

[Handwritten initials]

The foregoing articles of incorporation were acknowledged before me on March 14, 1996 by George M. Lucas, who is personally known to me.



Notary Public



**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that


GEORGE M. LUCAS, P.A.

desiring to organize or qualify under the laws of the State of Florida, has named

**GEORGE M. LUCAS
5600 S.W. 135 AVENUE STE 212
MIAMI, FLORIDA 33183**

as its agent to accept service of process within Florida.

Dated: March 14, 1996



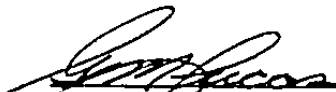
GEORGE M. LUCAS
Incorporator

FILED
96 MAR 28 PM 1:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Dated: March 14, 1996



GEORGE M. LUCAS
Registered Agent