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PHARICING MEMORIAGE ACCOUNT NO. 1 072100000032

REFERENCE : 080474 137671A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: September 10, 1996

ORDER TIME : 4:36 PM

ORDER NO. : 080474

CUSTOMER NO: 137671A

CUSTOMER: Richard L. Williams, Esq

WILLIAMS & KIRKPATRICK, P.A.

Suite 865

2601 S. Bayshore Drive

Miami, FL 33133

DOMESTIC FILING

NAME: GAYOL & ASSOCIATES, INC.

EFFECTIVE DATE:

XXX__ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

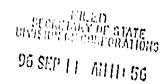
EXAMINER'S INITIALS:

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DIVISION OF CORPORNION

ARTICLES OF INCORPORATION OF GAYOL & ASSOCIATES, INC.



The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: Gayol & Associates, Inc. The purise of the corporation is to undertake any business lawfully permitted to it.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is: 10221 S.W. 90 Avenue, Miami, FL 33176.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 10221 S.W. 90 Avenue, Miami, FL 33176. The initial registered agent is Amado Gayol.

ARTICLE V

INCORPORATORS

The name and street address of the incorporator is Amado Gayol, 10221 S.W. 90 Avenue, Miami, FL 33176.

SUGRETARY OF STATE OF SERVICE OF COLFORATIONS OF COLFORATIONS OF SEP 11 ATTIL 56

ARTICLE VI

INDEMNIEICATION

The corporation shall indemnify any present or former officer, director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this September, 1996.

Amado Gayol

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Gayol & Associates, Inc., a Florida Corporation, in the Corporation's Articles of Incorporation:

Having been named as the registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this day of September, 1996.

Amadó Gayol