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96 DEC 31 PM 1:06

12/30/96 1040-5971-6
 WILLIAM J. MOTYCZKA 305-251-4408
 WILLIAM MOTYCZKA ATTORNEY
 13410 SW 126TH ST
 MIAMI FL 33186

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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- 1 William J. Motyczka, P.A.
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials CH 1/17/97

ARTICLES OF INCORPORATION

OF

WILLIAM J. MOTYCZKA, P.A.

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STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation shall be:

WILLIAM J. MOTYCZKA, P.A.

ARTICLE TWO

This corporation is to have a perpetual existence.

ARTICLE THREE

The initial street address of the corporation's principal office is: 13410 SW 128th Street, Miami, FL 33186

ARTICLE FOUR

The corporation is authorized to issue 1000 shares of common stock at par value of ten (\$0.10) cents.

ARTICLE FIVE

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

WILLIAM J. MOTYCZKA, ESQUIRE

REGISTERED ADDRESS

13410 S.W. 128th Street
Miami, FL 33186

ARTICLE SIX

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than one (1) director. The names and addresses of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, are as follows:

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statute Sec. 607.034, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for the service of process within the State of Florida:

NAME OF CORPORATION: WILLIAM J. MOTYCZKA, P.A.
NAME OF REGISTERED AGENT: WILLIAM J. MOTYCZKA
ADDRESS OF REGISTERED OFFICE: 13410 S.W. 128th Street
Miami, FL 33186

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 30th day of December, 1996.


WILLIAM J. MOTYCZKA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

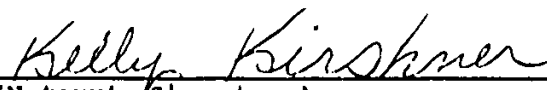
On this 30th day of December, 1996, before me personally appeared WILLIAM J. MOTYCZKA,

() to me personally known to be the person who executed the foregoing instrument

() who presented to me his/her State of _____
Drivers License No. _____

() who presented to me identification consisting of _____

and acknowledged to me that he/she executed the foregoing instrument as his/hers free act and deed.


(Notary's Signature)
Kelly Kirshner
(Notary's Printed Name)

ARTICLE SEVEN

The name and address of the incorporator is as follows:

NAME

WILLIAM J. MOTYCZKA

ADDRESS

13410 S.W. 128th Street
Miami, FL 33186

ARTICLE EIGHT

The corporation may be dissolved at any time by (i) unanimous written consent of the shareholders; or (ii) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon 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 or by her.


ARTICLE NINE

The corporation may be empowered to indemnify any officer and/or director, and/or any former officer or director in the manner set out and provided for in the By-laws of the corporation.

ARTICLE TEN

The purpose of said Corporation is to perform, render and/or provide legal services in accordance with those activities as permitted pursuant to Florida Statutes Chapter 454, and to engage in any other activities or business as permitted under the laws of the United States of America and/or under the laws of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 30th day of December, 1996.


WILLIAM J. MOTYCZKA

executed the foregoing instrument

() who presented to me his/her State of _____
Drivers License No. _____

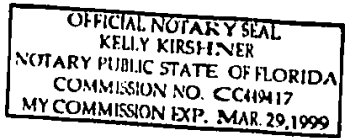
() who presented to me identification consisting
of _____

and acknowledged to me that he/she executed the foregoing instrument
as his/her free act and deed.

Kelly Kirshner
(Notary's Signature)

Kelly Kirshner
(Notary's Printed Name)

My Commission Expires:



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TALAHASSEE, FLORIDA
SECRETARY OF STATE