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LAW OFFICES  
**FIELDSTONE LESTER & SHEAR**

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FIELDSTONE LESTER & SHEAR  
IS OF COUNSEL TO:  
HANZMAN CRIDEN  
KORGE & CHAYKIN, P.A.

May 22, 1997

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

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\*\*\*\*122.50 \*\*\*\*122.50

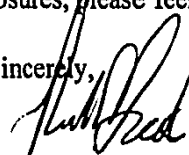
RE: Alan Schiller and Associates, Inc.

Gentlemen:

Enclosed you will find original and one copy of the Articles of Incorporation of Alan Schiller and Associates, Inc. Also enclosed is our check in the amount of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,



Ronald R. Fieldstone

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:32

(5)

5/29

ARTICLES OF INCORPORATION  
OF

Alan Schiller and Associates, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:32

ARTICLE I - NAME

The name of this corporation is Alan Schiller and Associates, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares<br>Authorized | Par Value Per<br>Share | Class of<br>Stock |
|--------------------------------|------------------------|-------------------|
| 1,000                          | \$1.00                 | Common            |

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

13845 SW 80<sup>th</sup> Street  
Miami, Florida 33183

and the name and address of the initial registered agent of this corporation is:

| Name                 | Address                                                                                          |
|----------------------|--------------------------------------------------------------------------------------------------|
| Ronald R. Fieldstone | c/o Fieldstone Lester & Shear<br>200 S. Biscayne Boulevard<br>Suite 2100<br>Miami, Florida 33131 |

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name          | Address                                                  |
|---------------|----------------------------------------------------------|
| Alan Schiller | 13845 SW 80 <sup>th</sup> Street<br>Miami, Florida 33183 |

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| Name                 | Address                                                                                          |
|----------------------|--------------------------------------------------------------------------------------------------|
| Ronald R. Fieldstone | c/o Fieldstone Lester & Shear<br>200 S. Biscayne Boulevard<br>Suite 2100<br>Miami, Florida 33131 |

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

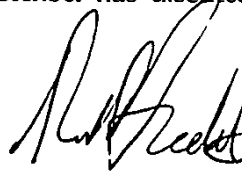
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of May, 1997.

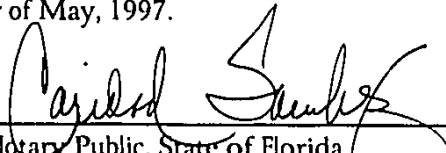


Ronald R. Fieldstone, Incorporator

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone, who is known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of May, 1997.

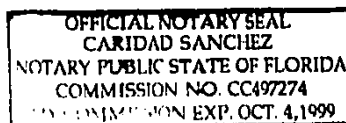


Notary Public, State of Florida

CARIDAD SANCHEZ

Print Notary's Name

Notarial Seal:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:32

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

1. The name of the corporation is:

Alan Schiller and Associates, Inc.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esq.  
c/o Fieldstone Lester & Shear  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131



\_\_\_\_\_  
Ronald R. Fieldstone

Title: Incorporator

Date: May 22, 1997.

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 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.



\_\_\_\_\_  
Ronald R. Fieldstone

Date: May 22, 1997.