

Elaine Maskevich
 HOLLAND & KNIGHT
 Requester's Name
 315 SOUTH GUY WOODS BLVD
 Suite 200
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

92421

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Castro Stern ~~EM~~ Associates, Inc
 (Corporation Name) (Document #) 700002331367--2
-10/28/97--01032-026
 (Corporation Name) (Document #) ****122.50 ****122.50
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 (Corporation Name) (Document #)

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 Photocopy
 Certificate of State

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" 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

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

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 DIVISION OF CORPORATION

10/28/97

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CASTRO STEIN & ASSOCIATES, INC.

The undersigned, acting as incorporator of CASTRO STEIN & ASSOCIATES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is CASTRO STEIN & ASSOCIATES, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 2430 Brickell Ave., Apt. 307-A, Miami, Florida 33129.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2430 Brickell Avenue, Apt. 307-A, Miami, Florida 33129 and the name of the corporation's initial registered agent at that address is Juan Jose Stein.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Jose E. Sirven, Holland & Knight LLP, 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

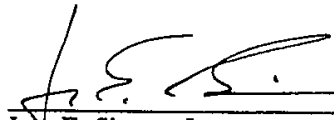
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of October, 1997.



Jose E. Sirven, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CASTRO STEIN & ASSOCIATES, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2430 Brickell Ave, Apt. 307A, Miami, Florida 33131 has named Juan Jose Stein as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 27th day of October, 1997.



Juan Jose Stein, Registered Agent

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