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FINLEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW

1645 PALM BEACH LAKES BOULEVARD, SUITE 520
WEST PALM BEACH, FLORIDA 33401-2215
TELEPHONE: (561) 478-9930 FAX: (561) 478-9945

CHANDLER R. FINLEY, ESQ.

December 18, 1997

ADMITTED TO FLORIDA BAR
ADMITTED TO U.S. DIST. CT. SO. FL
AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION

"THE IMMIGRATION OFFICE"

CORRESPONDENT OFFICES:
BRUSSELS
LONDON
PARIS
TORONTO

Via Certified Mail Z 062 820 677
Return Receipt Requested

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

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*****78.75 *****78.75

RE: CHANDLER FINLEY & ASSOCIATES, P.A.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.

Chandler R. Finley
Chandler R. Finley, Esq.

CRFmg
Enclosure
c: Admin

FILED
97 DEC 23 AM 9:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Perla
AUTHORIZATION BY PHONE TO *GAVE*
CORRECT *Principal office*
DATE *12-26-97*
DOC. EXAM. *mm*

**ARTICLES OF INCORPORATION
OF
CHANDLER FINLEY & ASSOCIATES, P.A.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of Chapters 607 and 621, of the Florida Statutes does hereby adopt the following Articles of Incorporation.

**Article I
NAME OF CORPORATION**

The name of this corporation shall be: **CHANDLER FINLEY & ASSOCIATES, P.A.**

**Article II
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by this corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specialization, as engaged in by the attorneys.
- b. To engage and render the professional services involved through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

Article III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock with no par value.

- a. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- b. Shares of this corporation's stock and certificates shall be issued only to attorneys in good standing and duly authorized or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

Article IV
DURATION

The corporation shall have perpetual existence.

Article V
REGISTERED AGENT

The address of this corporation's initial registered ^{principal} office is, 1645 Palm Beach Lakes Blvd., Suite #520, West Palm Beach, Florida 33401. The name of its initial registered agent at said address is Chandler R. Finley.

Article VI
INCORPORATOR

The name and address of the Incorporator is as follows: Chandler R. Finley, 1645 Palm Beach Lakes Blvd., Suite #520, West Palm Beach, Florida 33401.

Article VII
Board of Directors

This corporation shall have a Board of Directors consisting of one person. The election, term, and replacement of directors shall be as set forth in the Bylaws. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Chandler R. Finley, 1645 Palm Beach Lakes Blvd., Suite 520, West Palm Beach, Florida 33401.

Article VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Article IX
Severance and Termination

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which this corporation is organized, or accepts employment that places restrictions or limitations on the continued rendering of such professional services, that person shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earning or profits realized by the corporation on account of professional services. This corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay that shareholder all amounts owing and lawfully due to that person by the corporation, except that such shares shall not be entitled to dividends.

Article X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

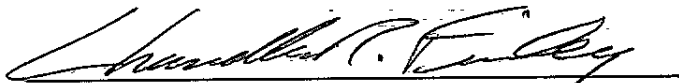
Article XI
Indemnification

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

Article XII
Bylaws

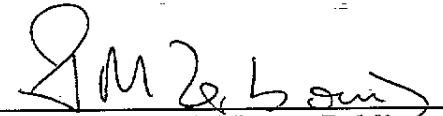
The initial shareholders shall adopt this corporation's Bylaws. The Bylaws shall provide for the method of their amendment; however, such amendments shall comply with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of November 1997.

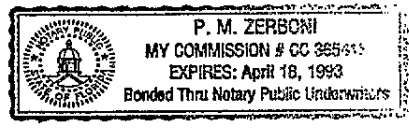

Chandler R. Finley, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of November, 1997.


Perla M. Zerboni, Notary Public

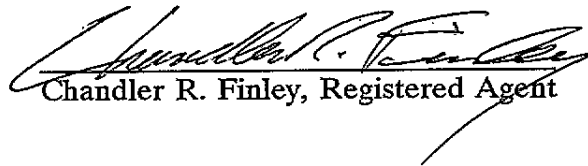
Seal:



**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

Pursuant to the provisions of §607, Florida Statutes, having been named to accept service of process for Chandler Finley & Associates, P.A. at the place designated in the certificate I hereby accept the designation to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

1. The name of the corporation is: Chandler Finley & Associates, P.A.
2. The name and address of the registered agent and office is: Chandler R. Finley, 1645 Palm Beach Lakes Blvd., Suite 520, West Palm Beach, Florida 33401.


Chandler R. Finley, Registered Agent

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TALLAHASSEE, FLORIDA