

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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P98000006717

Foschun & Ferrer, P.A.

- Art of Inc. File 200002406602--7
- LTD Partnership File -01/21/98--01016--023
- Foreign Corp. File ****122.50 ****122.50
- L.C. File _____
- Fictitious Name File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
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- Driving Record _____
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Signature _____

Requested by: *Chris* 1-21 1009
Name Date Time

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RP
01-22-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: FOSCHINI & FERRER, P.A.
Ref. Number: W98000001404

We have received your document for FOSCHINI & FERRER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 098A00003231

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ARTICLES OF INCORPORATION
OF
FOSCHINI & FERRER, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this Corporation is FOSCHINI & FERRER, P.A.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence its existence on its filing date.

ARTICLE III - PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.
- (c) To invest the funds of the corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects of the corporation.
- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of Sixty (60) shares of common stock, all having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence its business operations is Sixty Dollars (\$60.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3265 Meridian Parkway, Suite 100, Ft. Lauderdale, Florida 33331. The name of the initial registered agent of the Corporation at that address is CHARLES J. FOSCHINI, ESQ. The street address of the initial principal office of this Corporation is 9310 S.W. 36 Street, Miami, Florida 33165.

ARTICLE VII - STOCK TRANSFERABILITY

No Shareholder of the corporation may sell or transfer his or her shares in the corporation except to another individual who is eligible to be a Shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any Officer, Shareholder, agent, or employee of the corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her

continuing to render such professional legal services, to server all employment with, and financial interest in, the corporation forthwith.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTORS

The name and street address of the initial members of the Board of Directors of this Corporation are:

NAME	ADDRESS
CHARLES J. FOSCHINI, ESQ.	P.O. Box 248172 Coral Gables, Fl. 33124-8172
BARBARA J. FERRER, ESQ.	9310 S.W. 36 Street Miami, Florida 33165

ARTICLE XI - INCORPORATORS

The name and street address of the subscriber to these Articles of incorporation is:

CHARLES J. FOSCHINI, ESQ.	P.O. Box 248172 Coral Gables, Fl. 33124-8172
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ARTICLE XII - BYLAWS

The Bylaws of the corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting, duly held.

ARTICLE XIII - CONTRACTS

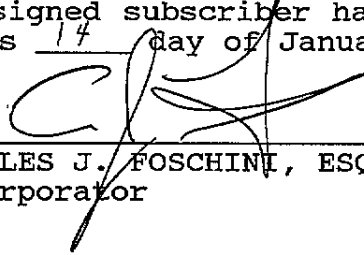
No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract, or other transaction of the corporation with any person, firm, or corporation, shall be affected by the fact that any Director of the corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that

might otherwise exist from contracting with the corporation for the benefits of himself/herself or any firm, association, or corporation in which he or she may be in any way interested.

ARTICLE XIV - AMENDMENT

These Articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of January, 1998.

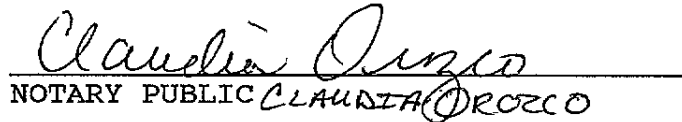


CHARLES J. FOSCHINI, ESQ.
Incorporator

STATE OF FLORIDA :
COUNTY OF DADE :

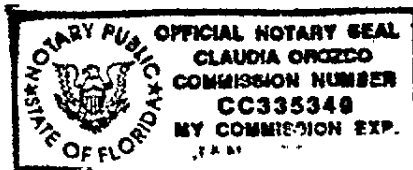
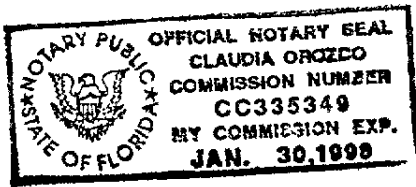
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, personally appeared CHARLES J. FOSCHINI, ESQ. who acknowledged before me that he executed the foregoing Articles of Incorporation, and that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the City of Miami, State of Florida, this 14th day of January, 1998.



NOTARY PUBLIC CLAUDIA OROZCO

My Commission Expires:



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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That FOSCHINI & FERRER, P.A., desiring to organize under the laws of the State of Florida with its principal place of business located in the City of Miami, County of Dade, has named CHARLES J. FOSCHINI, ESQ., locate at 3265 Meridian Parkway, Suite 100, Fort Lauderdale, Florida 33331, as its agent to accept service of process within the State of Florida.

Dated: January 14, 1998.

ACKNOWLEDGEMENT

Having been named to accept service of process for FOSCHINI & FERRER, P.A., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CHARLES J. FOSCHINI, ESQ.
Resident Agent

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