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CORPORATION(S) NAME

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Richard M. Weiner, P.A.



Empire Toll Free: 1-800-432-3028

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATION OF INCORPORATION
ARTICLES OF INCORPORATION

RICHARD M. WEINER, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

The name of this professional service corporation is:

RICHARD M. WEINER, P.A.

ARTICLE II

The principal office and mailing address of this corporation is 200 S.E. 6th Street, Suite 100E, Fort Lauderdale, Broward County, Florida 33301.

ARTICLE III

This professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, this corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV

This professional service corporation shall have a perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V

The capital stock of this professional service corporation shall be 5,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI

The address of the initial registered office of this professional service corporation is 200 S.E. 6th Street, Suite 100E, Fort Lauderdale, Broward County, Florida 33301. The name of the initial registered agent at that address is RICHARD M. WEINER, ESQ.

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ARTICLE VII

The business of this corporation shall be managed by its Board of Directors. The initial Board of Directors shall be comprised of 1 member. The name and address of the initial member of the first Board of Directors is:

RICHARD M. WEINER, ESQ.

200 S.E. 6th Street, Suite 100E
Fort Lauderdale, Florida 33301

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as subscriber is: RICHARD M. WEINER, ESQ., 200 S.E. 6th Street, Suite 100E, Fort Lauderdale, Broward County, Florida 33301.

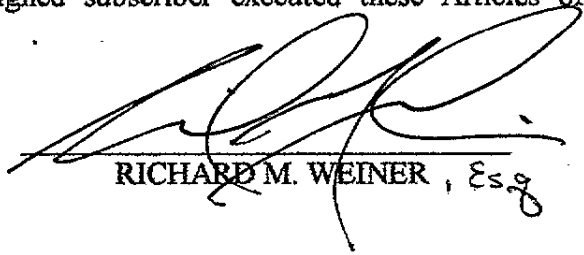
ARTICLE IX

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of this professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of this professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of this professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment, any or all of which places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by this professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on September 22, 1999.


RICHARD M. WEINER, Esq

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I hereby certify that this day personally appeared before me, RICHARD M. WEINER, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged that said Certificate to be the act and deed of the signer, and that the facts therein set forth are true.

WITNESS my hand and seal at Fort Lauderdale, Broward County, Florida, this 22nd day of September, 1999.


Notary Public

My Commission Expires:

 HARRISON FRIESE
COMMISSION #CC653089
EXPIRES JUNE 5, 2001

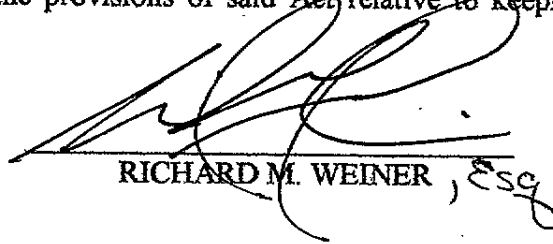
CERTIFICATE DESIGNATING RESIDENT AGENT

(Pursuant to Chapter 48.091, Florida Statutes)

RICHARD M. WEINER, P.A. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Broward County, Florida, has named RICHARD M. WEINER, ESQ., 200 S.E. 6th Street, Suite 100E, Fort Lauderdale, Broward County, Florida 33301, as its agent to accept service of process within this State.

ACCEPTANCE OF RESIDENT AGENCY

I, RICHARD M. WEINER, having been named to accept service of process for the above-stated Corporation, at the place designated herein above, do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RICHARD M. WEINER, Esq.

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