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October 1, 1999

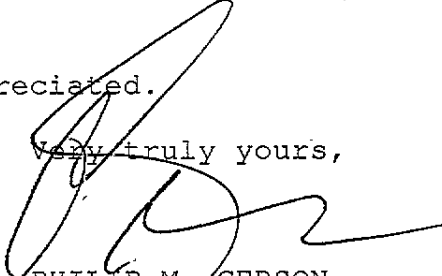
Division of Corporation
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

600003004356-0
-10/04/99-01102-005
*****78.75 *****78.75

Dear or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of Gerson & Davis, P.A. along with our check in the amount of \$78.75. Please file this articles and forward a conformed copy to our office in the addressed, stamped envelope enclosed.

Your cooperation is appreciated.

Very truly yours,

PHILIP M. GERSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/xd

encs.

D. BROWN OCT - 6 1999

ARTICLES OF INCORPORATION

OF

GERSON & DAVIS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each being a member of the Florida Bar, licensed and legally authorized to practice the profession of law in the State of Florida, hereby associate themselves for the purpose of forming a professional service corporation in accordance with the applicable provisions of Chapter 621 and Chapter 607, Florida Statutes, and hereby adopt the following Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is:

GERSON & DAVIS, P.A.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The corporation is formed for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to perform services incident to the practice of law. The practice of law is the sole and exclusive professional service the corporation will render. The professional services of the corporation shall be carried out only through officers, employees and agents, each of whom has been admitted to the Florida Bar and is duly authorized to practice law in the State of Florida.
- b. To own real and personal property, enter into contracts, and carry on any business necessary or incidental to the purposes of the corporation as set forth above.

ARTICLE IV

The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of One (\$1.00) Dollar per share, and shall be paid for in lawful money of the United States of America, or in property, or in services that have actually been performed

for the corporation. Such shares shall be in a single class of common stock.

ARTICLE V

The post office address of the principal office of the corporation in Florida shall be, until December 31, 1999, 201 South Biscayne Boulevard, Suite 1310, Miami, Florida 33131, and thereafter 1980 Coral Way, Miami, Florida, or at such other place within the State as the shareholders may from time to time, by appropriate action, determine.

ARTICLE VI

The initial Registered Agent of the Corporation and the street address of the registered office is PHILIP M. GERSON, 201 South Biscayne Boulevard, Suite 1310, Miami, Florida 33131.

ARTICLE VII

The corporation shall be a close corporation managed directly by its shareholders, and shall have no directors. All decisions that directors or a Board of Directors may or shall make under the applicable Florida Statutes shall, in the case of this corporation, be made by vote or decision of the shareholders.

ARTICLE VIII

The names and post office addresses of all subscribers of this Corporation, and the number of shares which each agree to take are:

PHILIP M. GERSON, ESQ., 201 South Biscayne Boulevard, Suite 1310, Miami, Florida 33131.

JEFFREY DAVIS, ESQ., 100 S.E. 2nd Street, #2600, Miami, Florida 33131.

The value of the shares shall be no less than One Hundred (\$100.00) DOLLARS, each subscriber having paid at least ONE (\$1.00) DOLLAR per share for them.

ARTICLE IX

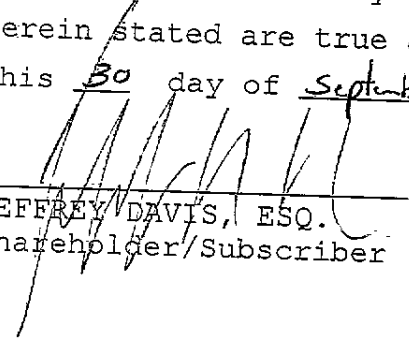
No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the

shareholders of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and such shareholder may be counted in determining the existence of a quorum at any meeting of the shareholders of this corporation which shall authorize any such contract or transaction, notwithstanding the fact that such shareholder is so interested.

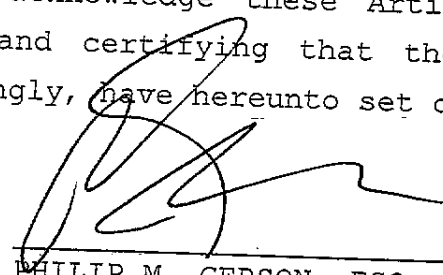
ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation. The corporation may be dissolved at any time by unanimous written consent of the shareholders or by the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares that shareholder holds.

WE, the undersigned, being all of the subscribers hereinbefore named, for the purpose of submitting these Articles of Incorporation, do subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hand this 30 day of September, 1999.



JEFFREY DAVIS, ESQ.
Shareholder/Subscriber



PHILIP M. GERSON, ESQ.
Shareholder/Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, a duly authorized Notary Public, in the County of Miami-Dade, State of Florida, this day appeared personally PHILIP M. GERSON, to me well known to be the person described in the foregoing Articles of Incorporation, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, as a free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal at Miami, said County, and State, this 20th day of sept., 1999.

Brigida P Breto
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

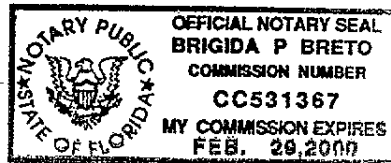
(Seal)

Printed Name of Notary:

Brigida P. Breto

My Commission Expires:

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)



BEFORE ME, a duly authorized Notary Public, in the County of Miami-Dade, State of Florida, this day appeared personally JEFFREY

DAVIS, to me well known to be the person described in the foregoing Articles of Incorporation, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, as a free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal at Miami, said County, and State, this 30th day of Sept., 1999.

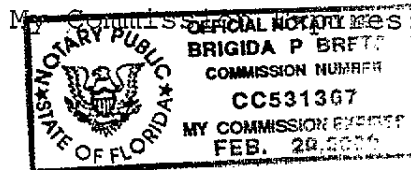
Brigida P. Bretz

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

(Seal)

Printed Name of Notary:

Brigida P. Bretz

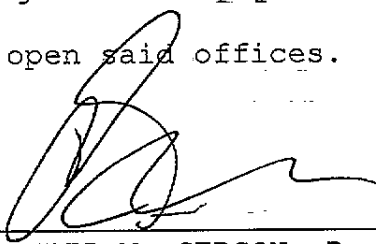


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM MAY BE SERVED - GERSON & DAVIS, P.A.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GERSON & DAVIS, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named PHILIP M. GERSON, located at 201 South Biscayne Boulevard, Suite 1310, Miami, Florida 33131 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept this capacity and agree to comply with the provision of said Act relative to keeping open said offices.



PHILIP M. GERSON, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA