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201 South Biscayne Boulevard Miami, Florida 33131-4392

> TELEPHONE: 305-388-1888 PACSIMILE: 305-371-8788

> > April 17, 1996

1900 | BIREET, N.W. WARHINGTON, D.C. FOOGR-3308 FOF 408 3800

350 SOUTH GRAND AVENUE LOS ANGELES, CA MODEL 3448 313 813-8800

Corporate Records Bureau Division of Corporations 409 East Gaines Street P.O. Box 6327 Tallahassee, Florida 32301

Re: Nicolas Swerdloff, P.A.

Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Department of State. Also enclosed is a check for \$122.50 as payment for the following:

1.	Filing fee	\$ 35.00
2. 3.	Registered agent fee Certified copy of articles	35.00
		_52.50
		\$122.50

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed. For your convenience, I have enclosed a Federal Express airbill for the return of the certified copy.

It is important that these articles be filed before: the end of the month so I would appreciate someone calling me collect at (305) 379-7230 if there are any questions or if you need additional information.

APR 2 2 1996 1558

Very truly yours,

Yleana Aguilar Legal Assistant

Enclosures

VIA FEDERAL EXPRESS

400001785994 -04/18/96--01097--009 ****122.50 ****122.50

FILED

ARTICLES OF INCORPORATION

96 APR 18 ANTI: 20

OF

STATE TÄLLÄHASSLE FLORIDA

NICOLAS SWERDLOFF, P.A.

ARTICLET

Corporate Name

The name of this Corporation shall be Nicolas Swerdloff, P.A. and its initial principal office is located at 201 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE II

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation is:

- A. To engage in every aspect of the business of rendering professional services to the public that an attorney duly licensed under the laws of the States of Florida and New York is authorized to render. Such legal services shall be rendered only through officers, employees, and agents who are duly licensed to practice law under the laws of such states.
- B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own any real and personal property necessary for the rendering of legal services.
- C. To do everything necessary and proper, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit incidental to the practice of law or the accomplishment of the purposes of this Corporation.

ARTICLE III

Capital Stock

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

Initial Registered Agent and Initial Registered Office

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Nicolas Swerdloff 201 South Biseayne Boulevard Suite 2500 Miami, Florida 33131

ARTICLE V

Board of Directors

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall not have less than one (1) Director at any time. The name and post office address of the initial Director of the Corporation is:

NAME

ADDRESS

Nicolas Swerdloff

201 South Biscayne Boulevard Suite 2500 Miami, Florida 33131

ARTICLE VI

Incorporator

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

ADDRESS

Nicolas Swerdloff

201 South Biscayne Boulevard Suite 2500

Miami, Florida 33131

ARTICLE VII

Incorporation of Provisions of Professional Service Corporation Act

This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors, and stockholders shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liability, rights, privileges and immunities of the Corporation, its officers, directors, and stockholders, all as sated in Chapter 621 of the Florida Statutes.

ARTICLE VIII

Duration

Corporate existence will commence on the date of the filing of these Articles and the Corporation shall have perpetual existence unless sooner dissolved according to law.

THE UNDERSIGNED, for the purpose of forming a professional corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts stated herein are true.

Nicolas Swerdloff

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared NICOLAS SWERDLOFF, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my and official seal at Miami, Dade County, Florida this 17 day of April, 1996.

Notary Public

Print Name DENISE A ROBERTS

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as resident Registered Agent upon whom process may be served for Nicolas Swerdloff, P.A., and above named Corporation.

This acceptance is dated the 17th day of April, 1996.

Nicolas Swerdloff

