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Hughes Hubbard & Reed

Miami Center

201 South Biscayne Boulevard

Miami, Florida 33131-4332

TELEPHONE: 305-388-1800

FACSIMILE: 305-371-8780

ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-4882
212 837 8000

87 AVENUE GEORGES MANUEL
75018 PARIS, FRANCE
(33) 1 44 08 80 00

1300 I STREET, N.W.
WASHINGTON, D.C. 20004-3308
202 408 3800

180 SOUTH GRAND AVENUE
LOS ANGELES, CA 90071-3448
213 613-7800

April 17, 1996

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. Registered agent fee	35.00
3. Certified copy of articles	<u>52.50</u>
	\$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.

Very truly yours,

Yleana Aguilar

Yleana Aguilar
Legal Assistant

APR 22 1996

BSB

Enclosures

VIA FEDERAL EXPRESS

400001785934
-04/18/96--01097--009
****122.50 ****122.50

ARTICLES OF INCORPORATION

OF

NICOLAS SWERDLOFF, P.A.

FILED

96 APR 18 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

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 Biscayne 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

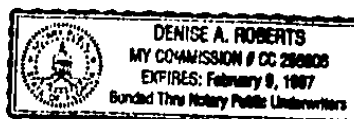
201 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

Incorporation of Provisions of Professional Service Corporation Act

Duration

rue.

 Nicolas Swerdloff

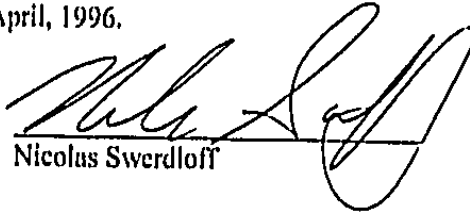
Denise A Roberts
Notary Public
Print Name DENISE A. ROBERTS



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

FILED
96 APR 18 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA