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ACCOUNT NO. : 072100000032

REFERENCE : 360484 4340059

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 360484-005

CUSTOMER NO: 4340059

CUSTOMER: Sandra Zambrano, Legal Asst
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

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DOMESTIC FILING

NAME: STOLZENBERG, GELLES & ZILBER,
P.A.

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

Dmc 5/9/97

FILED
97MAY-9 PM 2:57
RECEIVED
97MAY-9 AM 10:50
SEC. OF STATE
TALLAHASSEE, FLORIDA

(5)

ARTICLES OF INCORPORATION
OF
STOLZENBERG, GELLES & ZILBER, P.A.

FILED
97 MAY -9 PM 2:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

STOLZENBERG, GELLES & ZILBER, P.A.
2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to provide legal services and advice in the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue and have outstanding at any time, a maximum of 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Keith H. Stolzenberg
2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address shall be:

Keith H. Stolzenberg

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall consist of two (2) members. The number of directors may be increased or decreased by the shareholders as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and has qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Keith H. Stolzenberg	2950 S.W. 27th Avenue, Suite 210 Miami, Florida 33133
Jared Gelles	2950 S.W. 27th Avenue, Suite 210 Miami, Florida 33133

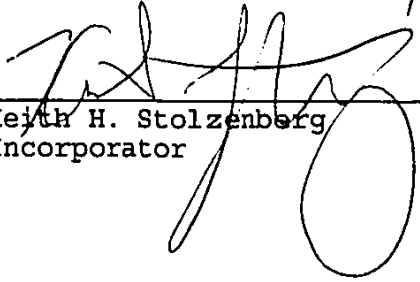
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Keith H. Stolzenberg	2950 S.W. 27th Avenue, Suite 210 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 8th day of MAY, 1997.



Keith H. Stolzenberg
Incorporator

DESIGNATION AND ACCEPTANCE

OF

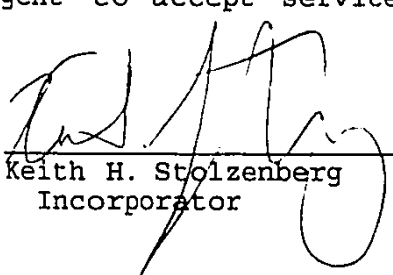
REGISTERED AGENT

FILED

97 MAY -9 PM 2:57

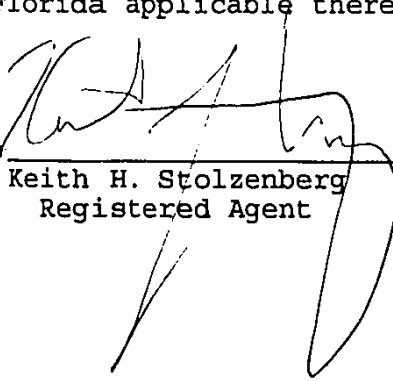
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, STOLZENBERG, GELLES & ZILBER, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2950 S.W. 27th Avenue, Suite 210, Miami Florida 33133, has named Keith H. Stolzenberg located thereat as its registered agent to accept service of process within this state.

By: 

Keith H. Stolzenberg
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Keith H. Stolzenberg
Registered Agent