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KEITH F. BACKER

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May 10, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 33214

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Re: Filing Articles of Incorporation

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for "Backer Law Firm, Professional Association." Also enclosed is the registered agent designation. This is a new professional service corporation.

Please file the Articles and issue a certified copy to me. I have enclosed a check to cover the cost of filing and the copy.

Very truly yours,


Keith F. Backer

enc.
KFB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 AM 11:28

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**ARTICLES OF INCORPORATION
OF
Backer Law Firm, Professional Association**

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Article 1 - Name

The name of this professional service corporation is Backer Law Firm, Professional Association

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the 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 4 - Capital Stock

The capital stock of the professional service corporation shall be one hundred shares of common stock having a par value of \$1.00 per share.

Article 5 - Initial Registered Office and Agent

The address of the initial registered office of this professional service corporation is 2424 North Federal Highway, Suite 314, Boca Raton, Florida 33431. The name of the initial registered agent at that address is Keith F. Backer.

Article 6 - Principal Office and Mailing Address

The principal office and mailing address of this corporation are:

2424 North Federal Highway, Suite 314
Boca Raton, Florida 33431

Article 7 - Incorporator

The name and address of the person signing these articles of incorporation is:

Keith F. Backer
2424 North Federal Highway, Suite 314
Boca Raton, Florida 33431

Article 8 - Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the member of the first board of directors is:

Name	Mailing Address
Keith F. Backer	2424 North Federal Highway Suite 314 Boca Raton, Florida 33431

Article 9 - Restraint on Alienation of Shares

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 the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the 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 the 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 the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the 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 that 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 the professional service corporation in accordance with the bylaws adopted by the shareholders.

Article 10 - Amendment

This corporation reserves the right to amend or repeal any provisions in these articles of incorporation, or any amendment hereto, in the manner provided by law. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12 day of MAY 1997.

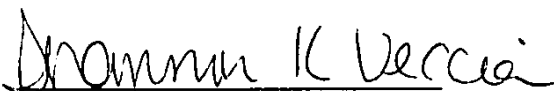


Keith F. Backer
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Keith F. Backer who is personally known to me, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 12th day of May, 1997.



Notary Public

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT
OF
Backer Law Firm, Professional Association**

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.



Keith F. Backer

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