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Law Offices

TEW CARDENAS REBAK KELLOGG LEHMAN
DeMARIA & TAGUE, L.L.P.

Reply To

Writer's Direct Line

e-mail

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(305)539-2467

February 10, 1998

Federal Express

Ms. Neysa Culligan
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: New Filings

FILED
98 FEB 11 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

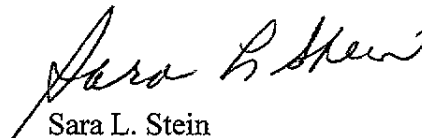
RE: Articles of Incorporation for Lawrence A. Kellogg, P.A.

Dear Neysa:

Pursuant to our telephone conversation enclosed are the Articles of Incorporation for Lawrence A. Kellogg, P.A. along with a check in the amount of \$122.50. I have also included a pre-paid Federal Express envelope for your convenience when returning the certified copy to me.

Should you have any questions please do not hesitate of call me.

Sincerely,



Sara L. Stein
Legal Assistant

Enc.

MIAMI OFFICE
Miami Center-26th Floor
201 South Biscayne Boulevard
Miami, Florida 33131-4336
305-536-1112-Fax 305-536-1116

WEST PALM BEACH OFFICE
Comeau Building-Suite 1000
319 Clematis Street
West Palm Beach, Florida 33401
561-835-4200-Fax 561-835-1242

me 2/12/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF

LAWRENCE A. KELLOGG, P.A.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be Lawrence A. Kellogg, P.A. and the principal place of business and mailing address of this corporation shall be:

Miami Center 26th Floor
201 South Biscayne Boulevard
Miami, Florida 33131-4336

ARTICLE II
PURPOSE

This corporation may engage in the practice of law as permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 1.00 Par Value	Common

Upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, every shareholder of this corporation shall have the preemptive right to purchase a pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Lawrence A. Kellogg, Esq.

ARTICLE V
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial director of the corporation, who shall hold office for the first year or until a successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Lawrence A. Kellogg	Tew & Beasley, L.L.P. 201 S. Biscayne Blvd. Suite 2600 Miami, Florida 33131-4336

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is Lawrence A. Kellogg, Esq., 201 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336.

ARTICLE VII
DIRECTOR CONFLICT OF INTEREST

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 directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority

thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of February 1998.



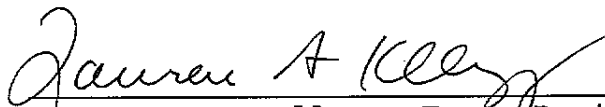
Lawrence A. Kellogg, Esq.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted: Lawrence A. Kellogg, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 201 S. Biscayne Blvd., Suite 2600, Miami, Florida 33131-4336, has named Lawrence A. Kellogg, Esq., 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, County of Miami- Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Lawrence A. Kellogg, Esq., Registered Agent

DATED: this 5th day of February, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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