

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000000355

Landsman + Associates, P.A.

600003518106--8
-01/02/01--01061-013
*****70.00 *****70.00

✓ Art of Inc. File Photo

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

01 JAN -2 PM 3:36

RECEIVED

01 JAN -2 AM 11:08

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

LANDSMAN & ASSOCIATES, P.A.

FILED
01 JAN - 2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:
LANDSMAN & ASSOCIATES, P.A.

SECOND: This corporation is organized for the sole and specific purpose of rendering professional legal services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at this time is One Hundred (100) shares of the par value of five dollars (\$5) each.

FOURTH: The amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall be effective with the filing of these Articles with the Secretary of State.

SIXTH: The principal office of this corporation will be 12955 Biscayne Boulevard, Suite 202, North Miami, Florida 33181.

SEVENTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

NAMES

POST OFFICE ADDRESSES

Lisa C. Landsman

12955 Biscayne Boulevard, Suite 202
North Miami, Florida 33181

NINTH: The name and post office address of the subscriber of the Articles of Incorporation is as follows:

NAME

POST OFFICE ADDRESS

Lisa C. Landsman

12955 Biscayne Boulevard, Suite 202
North Miami, Florida 33181

TENTH: The street address of the initial registered office of this corporation is 12955 Biscayne Boulevard, Suite 202, North Miami, Florida 33181 and the name of the initial registered agent of this corporation is Lisa C. Landsman.

LANDSMAN & ASSOCIATES, P.A.
PAGE TWO

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

LANDSMAN & ASSOCIATES, P.A.
PAGE THREE

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original sole subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 2nd day of January, 2001.

LANDSMAN & ASSOCIATES, P.A.
PAGE THREE

Signed, sealed and delivered
in the presence of:

[Signature]
Witness 1

[Signature]
Lisa C. Landsman

[Signature]
Witness 2

STATE OF FLORIDA)

)

COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this 2nd day of January, 2001, personally came before me, Nilda M. Castillo, a notary public for the State of Florida, Lisa C. Landsman, party to the foregoing articles of incorporation who has produced n/a as identification be such and acknowledge the said articles to be the act and deed of the signer and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

[Signature]

Notary Public--State of Florida at Large



Nilda M. Castillo
Commission # CC 774382
Expires OCT. 31, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

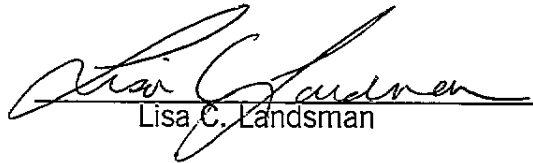
My Commission expires: _____

LANDSMAN & ASSOCIATES, P.A.
PAGE FIVE

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted. That LANDSMAN & ASSOCIATES, P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at 12955 Biscayne Boulevard, Suite 202, North Miami, Florida 33181, County of Dade, State of Florida, has named Lisa C. Landsman, as its registered agent, located at 12955 Biscayne Boulevard, Suite 202, North Miami, Florida 33181, to accept service of process within this state.

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



Lisa C. Landsman

FILED
01 JAN -2 PM 3.36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA