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ROY D. WASSON
ATTORNEY AT LAW
SUITE 450 GABLES ONE TOWER
1320 SOUTH DIXIE HIGHWAY
MIAMI, FLORIDA 33146

BOARD CERTIFIED
APPELLATE PRACTICE

TELEPHONE (305) 666-5053
FACSIMILE (305) 666-2636

December 14, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
00 DEC 18 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FL 32399

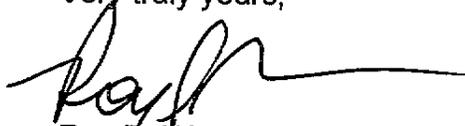
Re: Wasson & Associates, Chartered

Dear Sir or Madam:

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-12/19/00--01004--008
*****87.50 *****87.50

Enclosed are the Articles of Incorporation and our firm's check in the sum of \$87.75 covering the cost of filing, as well as the cost of a certified copy. Please certified the copy which is enclosed and return it to our office in the envelope provided. If you require anything further, please advise.

Very truly yours,


Roy D. Wasson

RDW/mcs
Enclosures

12-26
WC

ARTICLES OF INCORPORATION
OF
WASSON & ASSOCIATES, CHARTERED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

Wasson & Associates, Chartered

ARTICLE II - ADDRESS

The mailing address and location of the initial principal office is:

1320 South Dixie Highway, Suite 450
Miami, FL 33146

ARTICLE III - PURPOSE

The purpose of the corporation is to provide professional legal services to its clients.

ARTICLE IV - AUTHORIZED SHARES

The corporation is authorized to issue fifteen thousand shares at a par value of \$1 per share.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the corporation is Roy D. Wasson, 1320 South Dixie Highway, Suite 450, Miami, FL 33146.

ARTICLE VI - OFFICE AND REGISTERED AGENT

The principal place of business and the mailing address of the corporation's initial registered agent and the address of the initial registered office are:

Roy D. Wasson
1320 South Dixie Highway, Suite 450
Miami, FL 33146

ARTICLE VII - PREEMPTIVE RIGHTS

The shareholders of the corporation shall not enjoy preemptive rights.

ARTICLE VIII - PROFESSIONAL SERVICE CORPORATION STATUS

The corporation is organized as a Professional Service Corporation under the provisions of Chapter 621, Florida Statutes. To the extent that there exists any requirements of law applicable to such professional service corporations which are in addition to, or inconsistent with, these articles, those provisions of law control and are adopted into these articles by reference.

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 12th day of December, 2000.



Roy D. Wasson
Attorney at Law
Gables One Tower - Suite 450
1320 South Dixie Highway
Miami, FL 33146

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

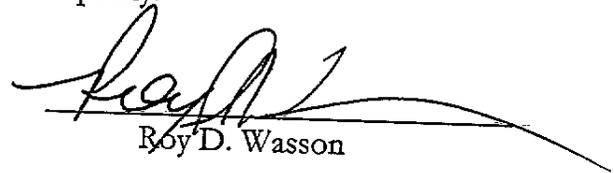
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WASSON & ASSOCIATES, CHARTERED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Wasson & Associates, Chartered, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, Florida, hereby names Roy D. Wasson, Attorney at Law, 1320 South Dixie Highway, Suite 450, Miami, Florida 33146, as its agent to accept service of process within Florida.

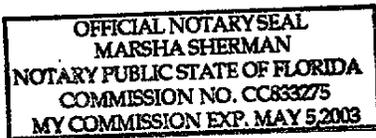
Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


Roy D. Wasson

BEFORE ME, the undersigned authority, personally appeared Roy D. Wasson, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

The foregoing instrument was acknowledged before me this 12th day of December, 2000, by Roy D. Wasson, who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.


NOTARY PUBLIC, State of Florida At
Large



(Seal)