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FREDERICK M. LEHRER, ESQUIRE
2133 E. SILVER PALM ROAD
BOCA RATON, FLORIDA 33432
(561) 362-7819

January 12, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

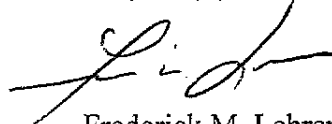
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*****78.75 *****78.75

Re: The Law Offices of Frederick M. Lehrer, P.A.

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$78.75 to incorporate The Law Offices of Frederick M. Lehrer, P.A. Also enclosed is an original and two copies along with a self addressed stamped envelope. Kindly forward a copy to the above address.

Very truly yours,



Frederick M. Lehrer, Esq.

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ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The Law Offices of Frederick M. Lehrer, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is The Law Offices of Frederick M. Lehrer, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2133 East Silver Palm Road
Boca Raton, Florida 33432

ARTICLE III. 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 IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 10,000,000 shares of common stock without par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 2133 East Silver Palm Road, Boca Raton, Florida 33432. The name of the initial registered agent at that address is Frederick M. Lehrer.

ARTICLE VII. BOARD OF DIRECTORS

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

Name
Frederick M. Lehrer

Address
2133 East Silver Palm Road, Boca Raton, Florida 33432

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber are:

Name
Frederick M. Lehrer

Address
2133 East Silver Palm Road, Boca Raton, Florida 33432

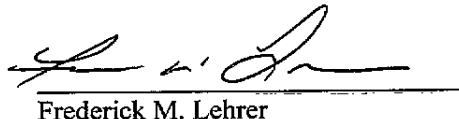
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

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 X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

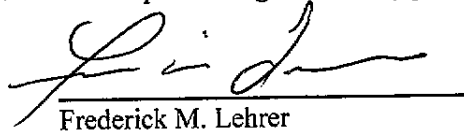
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on January 11, 2000.



Frederick M. Lehrer

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in dark ink, appearing to read 'F. M. Lehrer', is written over a horizontal line.

Frederick M. Lehrer
Signature/Registered Agent

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