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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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JAMES A. PURDY****

- * ADMITTED IN FL AND PA ONLY
- ** ADMITTED IN FL ONLY
- *** ADMITTED IN NY ONLY
- **** ADMITTED IN NY AND TN ONLY
- ***** ADMITTED IN FL, IL AND KY ONLY

February 4, 2000

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

700003129357--7
-02/09/00--01050--001
*****78.75 *****78.75

Re: **Articles of Incorporation - Jeffrey E. Newman & Associates, Inc.**

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above Florida corporation, together with an executed Designation of Registered Agent Form.

FILED
2000 FEB -9 AM 11: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon filing, please forward to us a certified copy of the Articles of Incorporation together with the Certificate of Incorporation.

Also enclosed is a check in the amount of \$78.75 for payment of the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Resident Agent Designation Form	<u>35.00</u>

If for any reason the above Articles may not be filed as submitted, please contact the undersigned.

Thank you for your cooperation.

Very truly yours,

Odette Pease

Odette Pease, Secretary to
PAUL M. CUMMINGS

A. Howell FEB 15 2000

FEB 1 2000

FILED

2000 FEB -9 AM 11: 08

JEFFREY E. NEWMAN & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a corporation under the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

JEFFREY E. NEWMAN & ASSOCIATES, INC.

2. The principal mailing address of the Corporation is **999 Brickell Avenue, Suite 800, Miami, FL 33131.**

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is **Five Hundred (500) shares of common stock** having a **par value of One Dollar (\$1.00)** each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at **999 Brickell Avenue, Suite 800, Miami, FL 33131**, and the initial Registered Agent shall be **JEFFREY E. NEWMAN.**

6. The name and address of the sole incorporator hereof is:

Name

Address

JEFFREY E. NEWMAN

**999 Brickell Avenue, Suite 800
Miami, FL 33131**

7. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial Director is:

Name

Address

JEFFREY E. NEWMAN

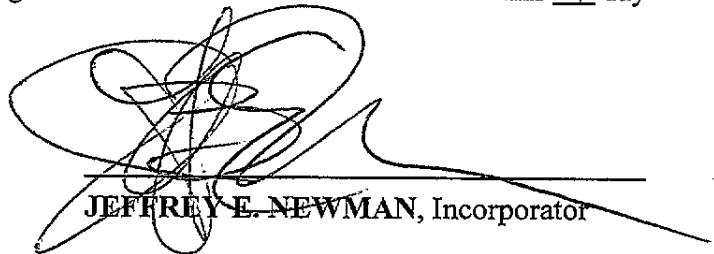
**999 Brickell Avenue, Suite 800
Miami, FL 33131**

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.

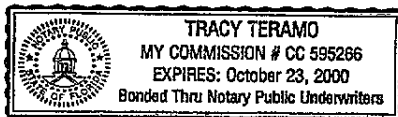
10. The formation of the Corporation shall be effective as of the date hereof.


IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 31 day of January, 2000.


JEFFREY E. NEWMAN, Incorporator

STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31 day of January, 2000, by **JEFFREY E. NEWMAN**, who is personally known to me, or has produced (type of i.d.) _____ as identification.



 (SEAL)
Notary Public, State of Florida

FILED

2000 FEB -9 AM 11: 08

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

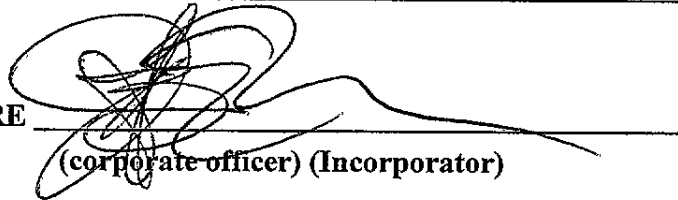
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JEFFREY E. NEWMAN & ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

JEFFREY E. NEWMAN
P.O. BOX NOT ACCEPTABLE

999 Brickell Avenue, Suite 800, Miami, FL 33131
(CITY/STATE/ZIP)

SIGNATURE


(corporate officer) (Incorporator)

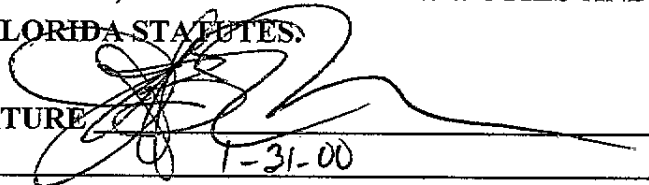
TITLE Incorporator

DATE 1-31-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE


1-31-00

REGISTERED AGENT FILING FEE: \$35.00