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Fax Number : (850) 922-4001

EFFECTIVE DATE02-25-00

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**SCOTT R. AUSTIN, P.A.**

Certificate of Status	1
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EFFECTIVE DATE
02-25-00

**ARTICLES OF INCORPORATION
OF
SCOTT R. AUSTIN, P.A.**

ARTICLE I -- NAME

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is **SCOTT R. AUSTIN, P.A.**

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

2500 First Union Financial Center
Miami, Florida 33131-2336.

ARTICLE III -- PURPOSE

This corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of the this corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

This instrument prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389617
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131-2336;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
SCOTT R. AUSTIN	200 South Biscayne Boulevard, Suite 2500 Miami, Florida 33131-2336.

ARTICLE VI -- COMMENCEMENT

The existence of this corporation shall commence as of 12:01 A.M. on February 25, 2000.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
SCOTT R. AUSTIN	2500 First Union Financial Center Miami, Florida 33131-2336.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
SCOTT R. AUSTIN	2500 First Union Financial Center Miami, Florida 33131-2336.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend

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or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

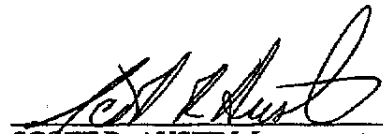
ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 21st day of February, 2000.



SCOTT R. AUSTIN, Incorporator and Registered Agent

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