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LAW OFFICE OF
STEVEN A ZIPPER, P.A.
Trafalgar Plaza Building
5300 N.W. 33rd Avenue, Suite 203
Fort Lauderdale, Florida 33309-3328

STEVEN A. ZIPPER, Esq.*
Attorney and Counselor at Law
* Also Member of CN & NY Bars

Ft. Lauderdale: (954) 735-4272
W. Palm Beach: (561) 712-8005
Facsimile: (954) 735-4268

February 11, 2000

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

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

Re: Law Office of Steven A. Zipper, P.A.

Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Incorporation, together with a check in the amount of $78.75 for the above referenced "for-profit" professional association.

This represents the cost of the filing fees, certified copy of Articles of Incorporation and fee for registered agent designation for the above-referenced corporation (professional association).

Please send the certified copy of the Articles of Incorporation to the corporation's above address.

Very truly yours,

Steven A. Zipper

Steven A. Zipper, Esq.

Enclosure

FILED
00 MAR -1 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

LAW OFFICE OF STEVEN A. ZIPPER, P.A.

ARTICLE I
CORPORATE NAME

The name of the Professional Service Corporation is: Law Office of Steven A. Zipper, P.A.

ARTICLE II
PURPOSE OF CORPORATE BUSINESS

This Corporation, through its offices and employees shall be authorized to engage in every aspect and phase of the practice of law within the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of law. This Corporation shall not be authorized to engage in any business other than the practice of law.

ARTICLE III
TERM OF EXISTENCE

The Professional Service Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors. The shares shall be issued to only those Officers and Employees of the Corporation duly licensed to practice law in the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Professional Service Corporation is:

5300 N.W. 33rd Avenue
Suite 203
Fort Lauderdale, Florida 33309

The name of the Initial Registered Agent at that office is Steven A. Zipper.

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE V
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name	Address
Steven A. Zipper	5300 N.W. 33rd Avenue Suite 203 Fort Lauderdale, Florida 33309

ARTICLE VI
SUBSCRIBER(S)

The name and post office address of the Subscriber executing these Articles of Incorporation is as follows:

Subscriber	Address
Steven A. Zipper	5300 N.W. 33rd Avenue Suite 203 Fort Lauderdale, Florida 33309

ARTICLE VII
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of the Professional Service Corporation shall have the power to include in the Bylaws, 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 his 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 or is elected to a public office or accepts employment that places restrictions or limitations on his 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 VIII
AMENDMENT

The Corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE IX
INCORPORATION OF PROVISIONS TO
Professional Service Corporation ACT

This Corporation is intended to be a Professional Service Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, Directors and Shareholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Shareholders, as stated in Chapter 621, Florida Statutes.

THE UNDERSIGNED Incorporator for the purpose of forming a Professional Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and correct.

Steven A. Zipper

STEVEN A. ZIPPER
Incorporator/Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared STEVEN A. ZIPPER, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and that he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal at City of Fort Lauderdale, County of Broward, State of Florida, this 10 day of February, 2000.

William S. Holton
Notary Public

My commission expires: 11/11/2000

NOTARY PUBLIC STATE OF FLORIDA
William S Holton
My Commission CC600796
Expires November 11, 2000

FILED

00 MAR -1 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

Certificate of registered agent

of

Law office of Steven A. Zipper, P.A.
Name Of Corporation

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 5300 N.W. 33rd Avenue, Suite 203, Fort Lauderdale, Florida 33309 has named Steven A. Zipper, Esq., located at the aforementioned address, as its Registered Agent to accept service or process within this state on behalf of said Corporation.

ACKNOWLEDGEMENT

Having been named as the Registered Agent to accept service of process for the above stated Professional Service Corporation at the place designated in this certificate, and being familiar with the obligations of that position, the undersigned hereby accepts the foregoing designation as Registered Agent and agrees to comply with the provisions of law applicable to said designation.

By ______________________
Steven A. Zipper, Esq.
Registered Agent