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FLORIDA PROFIT CORPORATION OR P.A.

LAW OFFICES OF ALLEN S. KATZ, P.A.

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March 27, 2000

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
of
LAW OFFICES OF ALLEN S. KATZ, P.A.**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

LAW OFFICES OF ALLEN S. KATZ, P.A.

ARTICLE II

The principal office and mailing address of this corporation is: 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

ARTICLE III

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

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This Document Prepared by:

William J. Brown, Esq.
Florida Bar #103653
777 Brickell Avenue, Suite 1114
Miami, Florida 33131
Phone 305-536-7438; Fax 305-536-3437

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c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V

The number of shares of stock that this professional service corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of this corporation's stock shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI

The address of this initial registered office of this professional service corporation is 777 Brickell Avenue, Suite 1114, Miami, Florida 33131; and the name of its initial registered agent at said address is Allen S. Katz, Esq.

ARTICLE VII

The name and address of the Incorporator is: Allen S. Katz, Esq., 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

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ARTICLE VIII

The corporation shall have a board of directors consisting of a minimum of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall never be less than one. The name and address of the initial director of this corporation is: Allen S. Katz, Esq., 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

ARTICLE IX

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

If all directors severally or collectively consent in writing

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to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

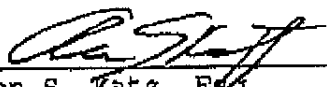
ARTICLE XII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 24 day of March, 2000.


Allen S. Katz, Esq.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Allen S. Katz, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 24 day of March, 2000.



Marilyn R. Marks
Commission #CC 769443
Expires OCT 2, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for LAW OFFICES OF ALLEN S. KATZ, P.A., 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 §607.0505 Florida Statutes.

March 24, 2000.


Allen S. Katz, Esq.

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