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Stuart M. Golant
Attorney and Counsellor at Law
2101 W. Commercial Blvd. Ste. 3300
Fort Lauderdale FL 33309
954 486-8401

FILED
00 MAY -5 AM 8:55
TALLAHASSEE, FLORIDA

April 28, 2000

Dept. of State
Division of Corporations
409 East Gaines St.
Tallahassee FL 32301

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-05/05/00-01006-003
*****70.00 *****70.00

Re: Stuart M. Golant P.A.

Enclosed please find an original and one copy of articles of incorporation and acceptance of residence agent for the above referenced corporation. Also enclosed is my check # 1904 in the amount of \$70.00 to cover the filing fees.

If there are any questions, please call me.

Very truly yours,

Stuart M. Golant

QC
5.9.00

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00 MAY -5 AM 8:55
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF STUART M. GOLANT, P.A.

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law and act as an attorney and counsellor at law in the State of Florida, associate themselves with the intention of forming a corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is STUART M. GOLANT, P.A.

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 2101 West Commercial Blvd. Ste. 3300., City of Fort Lauderdale, County of Broward, State of Florida, 33309. The name of the initial registered agent of the corporation, located at that office, is Stuart M. Golant.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV - PURPOSE

The purpose of the corporation is to practice the profession of law and to perform legal services. The sole and exclusive professional service to be rendered by the corporation is providing legal services.

ARTICLE V - CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law or perform the service of legal counsellors is not less than \$5000.00

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following:

practice of law in all fields permitted.

ARTICLE VIII - INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name: Stuart M. Golant

Address: 2101 West Commercial Blvd. Ste 3300 Ft. Lauderdale FL 33309

ARTICLE IX - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

Name: Stuart M. Golant

Address: 2101 West Commercial Blvd. Ste. 3300 , Ft. Lauderdale FL 33309

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be 5 years, or until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of 51 % of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Ft. Lauderdale, Florida on April 3, 2000



Stuart M. Golant

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Stuart M. Golant, P.A.
2. The name and address of the registered agent and office is:

Stuart M. Golant at 2101 W. Commercial Blvd. Ste. 3300, FT. LAUDERDALE, FL 33309

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.


STUART M. GOLANT

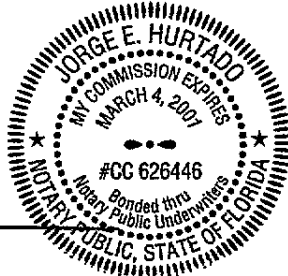
State of Florida
County of Broward

The foregoing instrument was acknowledged before me this 25 day of April, 2000 by Stuart M. Golant, who is personally known to me or who produced as identification and who did, did not take an oath, and he/she acknowledged before me that he/she executed the foregoing for the purposes intended therein.

In witness whereof I have hereunto set my hand and affixed my seal in the State and County first-written above, this 26th day of April 2000.

Commission expires:

Notary Public



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TALLAHASSEE, FLORIDA