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Reply to: Orlando

July 27, 2000

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Parks & Braxton, P.A. - Articles of Incorporation

Gentlemen:

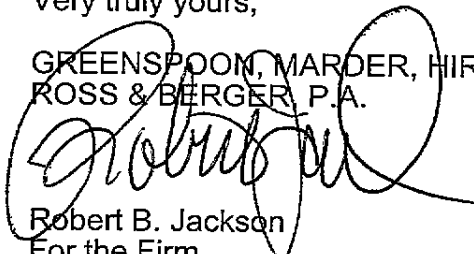
Enclosed herewith please find Articles of Incorporation of Parks & Braxton, P.A. for filing, together with check in the sum of \$78.75 covering the filing fee, registered agent designation fee and certified copy fee.

Please be good enough to file the Articles and return a certified copy of same to the undersigned in the enclosed self-addressed stamped envelope.

In advance, thank you for your attention to the within.

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN,
ROSS & BERGER, P.A.


Robert B. Jackson
For the Firm

RBJ/pc
Encs.

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00 JUL 31 PM 5:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Texas
4. Also admitted in Colorado

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**ARTICLES OF INCORPORATION
OF
PARKS & BRAXTON, P.A.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, pursuant to the provisions of Chapters 607 and 621, Florida Statutes and for the purposes of forming a professional corporation of attorneys duly licensed in the State of Florida to render professional legal advice, hereby file the following Articles of Incorporation.

Article I - Corporate Name

The name of this Corporation shall be PARKS & BRAXTON, P.A.

Article II - Nature of Business

The general nature of the business to be transacted by this Corporation is: To engage in every phase and aspect of the business of rendering to the public the same professional services that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law in this State.

To otherwise engage in any activity permitted under the laws of the United States or the State of Florida.

To invest its funds in real estate, mortgages, stock, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this Corporation is formed, and to have all of the powers conferred upon this Corporation by the laws of the State of Florida or of any other state or country and not prohibited by Chapters 607 and 621, Florida Statutes; provided, however, that this Corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

Article III - Capital Stock

The Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares:	1000
Par Value Per Share:	\$1.00

None of the shares of capital stock of this Corporation may be issued to anyone other than an attorney duly licensed to practice law in the State of Florida. The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent to at least the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

Article IV - Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

Article V - Address of Principal Office

The initial street address of the principal office of this Corporation in the State of Florida shall be 1031 Ives Dairy Road, Suite 228, Miami, FL 33179. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

Article VI - Number of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - First Board of Directors

The business of this Corporation shall be conducted by a Board of Directors. The Board shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the Bylaws. The name and street address of the members of the first Board of Directors who shall hold office until their successor(s) are elected or appointed are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Andrew Parks, Esquire	1031 Ives Dairy Road, Suite 228 Miami, FL 33179
Michael Braxton, Esquire	1031 Ives Dairy Road, Suite 228 Miami, FL 33179

Article VIII - Subscribers

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Braxton, Esquire	1031 Ives Dairy Road, Suite 228 Miami, FL 33179

Article IX - Restraint on Alienation of Shares

The shareholders of this Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the Corporation and the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the Corporation provided that any such contract is filed with the Board of Directors of the Corporation. The form, terms and conditions of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this Corporation. No shareholder of this Corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this Corporation.

Article X - Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws

of the State of Florida and of the purposes, objects and powers hereinabove stated, the Corporation shall have all the following additional powers:

The Corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this Corporation has the direct or incidental authority to engage in.

The Corporation shall have the power, at its option, to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock. This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this Corporation, or any agreement among said shareholders filed with the Corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this Corporation is not thereby impaired.

The Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholder of this Corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this Corporation shall not thereby be impaired.

The Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan, a thrift and savings plans, a stock option plan, a deferred compensation plan or any other retirement, death benefit or incentive compensation plan, a medical insurance plan, or any other plan which the Board of Directors may deem to be in the Corporation's best interests.

Article XI - Registered Agent

The registered agent and registered office of the corporation shall be Michael Braxton, Esquire, 1031 Ives Dairy Road, Suite 228, Miami, FL 33179.

Article XII - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon stockholders hereunder are granted subject to that reservation.

Article XIII-Miscellaneous

The stockholders may, pursuant to the By-Laws or Stockholders Agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrances of the Stock of this Corporation as they may seem fit.

The Board of Directors shall adopt By-Laws for the government of this Corporation. These By-Laws may be amended from time to time in the manner provided therein by either the shareholders or the Board of Directors.

The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of July, 2000.


MICHAEL BRAXTON, ESQUIRE

STATE OF FLORIDA)
)SS:
COUNTY OF)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL BRAXTON, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he swore before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of July, 2000.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

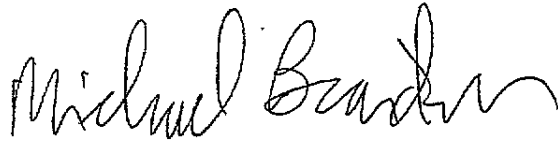
My Commission Expires:

(NOTARY SEAL)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned Michael Braxton, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts, the obligations imposed pursuant to the provisions of Chapters 607 and 621, Florida Statutes.



MICHAEL BRAXTON, ESQUIRE
"Registered Agent"

FILED
00 JUL 31 PM 5:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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