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HOWARD S. DARGAN, ESQUIRE
555 S. Federal Highway, Suite 270
Boca Raton, Florida 33432
(561) 416-0137; Fax (561) 416-2855

July 20, 2000

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

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-07/31/00--01108--015
*****78.75 *****78.75

Re: The Law Offices of Howard S. Dargan, P.A.

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$78.75 to incorporate The Law Offices of Howard S. Dargan, P.A. Also enclosed is an original and two copies of the Articles of Incorporation relating to this professional service corporation, along with a self-addressed stamped envelope. Kindly forward a certified copy of the Articles, when filed, to the undersigned at the address listed above.

Sincerely yours,



Howard S. Dargan, Esquire

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

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DIVISION OF CORPORATIONS

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LAW OFFICES OF HOWARD S. DARGAN, P.A.

The Undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law in the state of Florida, adopt(s) these articles to form a corporation under the Professional Services Corporation and the Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. Name

The name of the Professional Services Corporation is:

LAW OFFICES OF HOWARD S. DARGAN, P.A.

ARTICLE II. Principal Office

The street address of the principal office of the Corporation is:

555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

ARTICLE III. Purpose

The Professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLES IV. TERM OF EXISTENCE

The existence of the Corporation shall begin on the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V. Capital Stock

The maximum number of shares this Corporation is authorized to issue is: 100 shares of common stock without par value per share. None of the shares of the professional service corporation can be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI. Registered Office and Agent

The initial street address of the initial registered office of this professional service corporation is 555 S. Federal Highway,

Suite 270, Boca Raton, Florida 33432. The initial registered agent at that address is Howard S. Dargan.

ARTICLE VII. Board of Directors

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholder(s) of the professional service corporation shall have the power to include in the bylaws, or by separate agreement, adopted by a majority of the shareholders of the professionals 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 disposition shall be determined by the shareholders of the professionals service corporation provided, however, that such regulatory or restrictive provisions shall not effect 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 professionals service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professionals service corporation, and the sale or transfer may be only after it has been proved at a shareholders meeting especially called for that purpose. If any shareholder become legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that place restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professionals service corporation in accordance with the bylaws adopted by the shareholders.

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ARTICLE X. AMENDMENT

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The corporation reserves the right to amend or repeal any provisions of these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

The names and street addresses of the persons signing these Articles of Incorporation are: Howard S. Dargan, 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 20, 2000.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Law Offices of Howard S. Dargan, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name



Date

7/20/00