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Carolina Gorman
620 Tennis Club Drive
Suite 303
Fort Lauderdale, FL 33311

FILED
00 AUG 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 27, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/29/00--01056--003
*****87.50 *****87.50

Re: Incorporation

Dear Sir or Madam:

Concerning the incorporation of Law Offices of Carolina Gorman, P.A. please find enclosed the following documents:

1. Articles of Incorporation, including Acceptance of Registered Agent. (2 x)
2. Check in the amount of ^{87.50}~~\$78.75~~ payable to the Secretary of State (\$35.00 filing fee for Articles of Incorporation; \$35.00 registered agent designation; \$8.75 certified copy; \$8.75 certificate of good standing).

Please send the certified, file stamped copy of the Articles of Incorporation as well as the Certificate of Good Standing to my home address (see letterhead).

Thank you for your assistance.

Best regards,

Carolina Gorman
Carolina Gorman

ARTICLES OF INCORPORATION

OF

Law Offices of Carolina Gorman, P.A.

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TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the professional service corporation is Law Offices of Carolina Gorman, P.A.,

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2500 N. Federal Highway, Suite 201, Fort Lauderdale, FL 33305.

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.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 500 shares of common stock without par value.

None of the shares of the professional service corporation may 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 address of the initial registered office of this professional service corporation is 2500 N. Federal Highway, Suite 201, Fort Lauderdale, FL 33305. The name of the initial registered agent at that address is Carolina Gorman.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member(s) of the first board of directors are:

Name
Carolina Gorman

Address
620 Tennis Club Drive, #303, Fort Lauderdale, FL 33311

ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

Name
Carolina Gorman

Address
620 Tennis Club Drive, #303, Fort Lauderdale, FL 33311

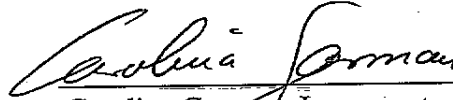
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders 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 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 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, is elected to a public office, or accepts employment that places 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 professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

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

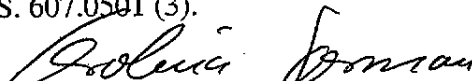
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on August 27, 2000.


Carolina Gorman, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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

Date: 8/27/00


Carolina Gorman, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA