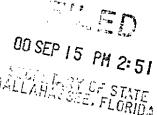
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TRANSMITTAL LETTER

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

SUBJECT: GEORGE CHERNOFF & ASSOCIATES, P.A.

(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00.

FROM:

GEORGE CHERNOFF
Name (printed or typed)
11890 S.W. 8TH STREET SUITE # 500
Address

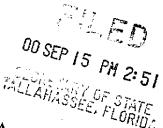
MIAMI, FL 33184 City, State & Zip (305) 553-6100

Telephone Number

Note: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION

 \mathbf{OF}



GEORGE CHERNOFF & ASSOCIATES, P.A.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GEORGE CHERNOFF & ASSOCIATES, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11890 S.W. 8TH STREET SUITE # 500 MIAMI, FL. 33184

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a law office practicing limited to immigration law.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

HUMPHREY H. PACHECKER 11890 S.W. 8TH STREET SUITE # 500 MIAMI, FL. 33184

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

INCORPORATOR:

GEORGE CHERNOFF

Officer(s):

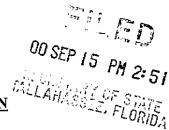
President

GEORGE CHERNOFF 11890 S.W. 8TH STREET SUITE # 500 MIAMI, FL. 33184

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 15th day of August , 2000.

GEORGE CHERNOFF
PRESIDENT

Articles of Incorporation



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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:

GEORGE CHERNOFF & ASSOCIATES, P.A.

2. The name and address of the registered agent and office is:

HUMPHREY PACHECKER (NAME)

 $\frac{11890 \text{ S.W. } 8^{\text{TH}} \text{ STREET SUITE # 500}}{\text{(ADDRESS)}}$

MIAMI, FL 33184 (CITY/STATE/ZIP CODE)

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.

Signature:

HUMPHREY H. PACHECKER

Date: August 15, 2000