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LAW OFFICE OF
ACELO I. PEDROSO
ATTORNEY AND COUNSELOR AT LAW

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November 30, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

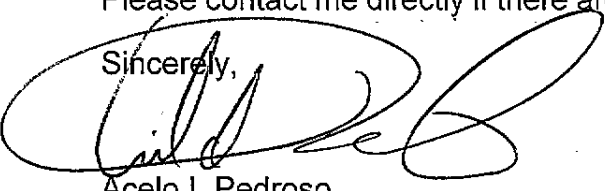
Re: Articles of Incorporation and Certified Copy

Dear Madam or Sir:

I am herewith enclosing articles of incorporation for a new professional corporation, in my name, and a check for \$78.75 for a return certified copy and registered agent designation.

Please contact me directly if there are any questions with regard to the enclosure.

Sincerely,


Acelo I. Pedroso

AIP/

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/11

ARTICLES OF INCORPORATION

- of -

Acelo I. Pedroso, P.A.

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CLERK OF DISTRICT COURT
JULIA A. BROWN, CLERK

I, the undersigned, natural person competent to contract, hereby associate myself for the purpose of becoming a professional corporation under the laws of the State of Florida, providing for the formation of a professional service corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I
NAME

The name of this corporation shall be **Acelo I. Pedroso, P.A.**

ARTICLE II
DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any and all lawful business for which professional service corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation;

(b) To own and lease property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation ;

(c) The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares of stock which the corporation is authorized to issue at any time is One Hundred (100) shares of Common Stock all of which shares shall have a par value of \$1.00 and shall have equal rights, privileges and voting power;

(b) Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but, may be paid for by property, labor or services, whenever the Board of Directors so authorized by unanimous consent.

Presented by Acelo I. Pedroso, Attorney at Law

Florida Bar No.: 915815

169 East Flagler Street, Suite 1527

Miami, Florida 33131

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to do business.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of the corporation in the State of Florida is: 169 East Flagler Street, Suite 1433, Miami, Florida 33131; and the name of the corporation's initial Registered Agent is Acelo I. Pedroso, Esquire, located at the following street address: 169 East Flagler Street, Suite 1433, Miami, Florida 33131. The stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI
OFFICER AND DIRECTOR

The number of directors and officers of this corporation shall not be less than one (1). The number of directors may be increased from time to time by the By-Laws. The name and address of the initial Officer and Director of this corporation is:

Acelo I. Pedroso
169 East Flagler Street, Suite 1433
Miami, Florida 33131

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this corporation is:

Acelo I. Pedroso
169 East Flagler Street, Suite 1433
Miami, Florida 33131

ARTICLE VIII
ADDITIONAL POWERS

The directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or any reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or issuance after of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

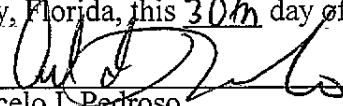
(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein granted.

IN WITNESS WHEREOF, I have hereunto subscribed my name, at Miami, Miami-Dade County, Florida, this 30th day of November, 2000.

By


Acelo I. Pedroso.

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Acelo I. Pedroso, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named **Acelo I. Pedroso, Esquire**, located at 169 East Flagler Street, Suite 1433, Miami, Florida 33131, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By



Acelo I. Pedroso
Registered Agent

FILED
00 DEC -4 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA