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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

JOSE M. HERRERA, P.A.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OE

JOSE M. HERRERA, P.A.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such corporation; and in compliance with Section 621 Florida Statute.

ARTICLE I
NAME

The name of the Corporation is JOSE M. HERRERA, P.A.

ARTICLE II
DURATION

The term for which the Corporation is to exist is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The general nature of the business to be transacted by the Corporation shall be generally to engage in the practice of Law to render legal, consulting and other similar services of every nature and description; and the corporation shall further have the power to engage in and do any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Professional Service Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred (500) shares of Capital stock having a par value of ONE DOLLAR (\$1.00) each.

Prepared by:

Pedro R. Carrillo, Esq.

2100 Salzedo Street

Suite 300

Coral Gables, FL 33134

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ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The initial street address in Florida of the initial principal office of the Corporation is:

**8550 West Flagler St.
Suite #103
Miami, FL 33144**

The name of the registered agent at such address is:

JOSE M. HERRERA

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

**8550 West Flagler St.
Suite #103
Miami, FL 33144**

ARTICLE VIII
OFFICERS

The name and address of the initial officers of the Corporation is:

**JOSE M. HERRERA
President/Secretary**

**8550 West Flagler St
Suite 103
Miami, FL 33144**

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ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is:

JOSE M. HERRERA
President/Secretary

8550 West Flagler St
Suite 103
Miami, Florida
33144
President/Secretary

ARTICLE X
DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The name of the initial director of the Corporation shall be the below described:

JOSE M. HERRERA

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII
REIMBURSEMENT FOR ORGANIZATION AND CERTAIN
OTHER PRE-INCORPORATION EXPENSES: ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinable mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the

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hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII


The stockholders shall at the first meeting called for that purpose, adopt By-Laws not inconsistent with these Articles and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

ARTICLE XIV

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 8550 West Flagler Street on this 31 day of January, 2001.



JOSE M. HERRERA

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

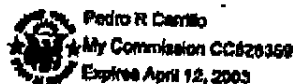
ON THIS 31 day of January, 2001, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared **JOSE M. HERRERA**, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.



NOTARY PUBLIC, STATE OF
FLORIDA

My commission expires:



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**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES AND THE
FLORIDA BUSINESS CORPORATION ACT THE FOLLOWING IS SUBMITTED:

FIRST - THAT JOSE M. HERRERA, P.A.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

MIAMI STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED JOSE M. HERRERA, LOCATED AT 8550 West Flagler Street, Miami,
Florida 33144

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

SIGNATURE

JOSE M. HERRERA

DATE

1/31/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. THE
UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE
POSITION OF THE REGISTERED AGENT.

SIGNATURE

JOSE M. HERRERA

DATE

1/31/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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