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TRANSMITTAL LETTER

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01 MAR 12 PM 2:52

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: ANDRE D. PIERRE, P.A.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, filing fee, Certified copy & Certificate.

FROM: Andre D. Pierre
Name (printed or typed)

6301 Biscayne Boulevard, Suite 101
Address

Miami Florida 33138
City, State, Zip

(305) 756-5250
Daytime Telephone Number

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-03/12/01--01141--010
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

CB 3-14

**ARTICLES OF INCORPORATION
OF
ANDRE D. PIERRE, P.A.**

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TALLAHASSEE, FLORIDA

1. Name.

The name of the professional association is **ANDRE D. PIERRE, P.A.**

2. Nature of business, purposes, and objects.

This professional association is formed to engage in any lawful act or activity for which a professional association may be organized under the laws of the United States and the State of Florida. This professional association is engaged in the practice of law

3. Principal Office (Address).

The principal office for the transaction of the business of the association shall be in the City of Miami, County of Dade, State of Florida, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors. The present principal office is 6301 Biscayne Boulevard, Suite, 101, Miami, FL 33138.

4. Duration.

The duration of the Corporation shall have perpetual; provided, however, that the association may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the association at any regular meeting or at a special meeting of the share-holders called for that purpose.

5. Board of directors.

This professional association shall have one director initially. The number of directors may be either increased or diminished from time to time as provided by the by-laws, but shall never be less than one. The name and address of the initial director and officer of this professional association is:

President, Vice President
Treasurer & Secretary

Andre D. Pierre, Esq.
6301 Biscayne Boulevard, Suite 101
Miami, Florida 33138

6. Incorporator.

The name and address of the incorporator to these Articles of Incorporation is:

Andre Dominique Pierre, Offices at Banyan Bay, 6301 Biscayne Boulevard, Suite 101
Miami, Florida 33138.

7. By-Laws

The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. Powers

This Professional Association shall exist in accordance with F.S. Section 621.01 *et seq.* and shall have all of the corporate powers enumerated under the law.

9. Indemnification.

This Professional Association shall indemnify any former officer or director, to the full extent permitted by law.

10. Amendment

This Professional Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

11. Subchapter S election

The corporation qualifies as a small business corporation under Section 1361(b) of the Internal Revenue Code of 1986 and the shareholders have consented to Subchapter S and therefore, the corporation elects to be a Subchapter S corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator, do sign my name this March 7, 2001.


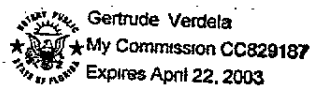


Andre Dominique Pierre, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day personally appeared before the undersigned Notary Public, in and for the State of Florida at Large, Subscribers to the following Certificate of Incorporation, known to me personally/provided identification, to be such and upon their oath, they acknowledge the said Articles of Incorporation to be the act and deed of the signers and the facts therein stated to be truly set forth.

WITNESS my hand and official seal at Dade County, said County and State, this 7th day of March, 2001.


Notary Public, State of Florida at Large

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the profession association is: ANDRE D. PIERRE, P.A.

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

is: Andre Dominique Pierre, 6301 Biscayne Boulevard, Suite 101, Miami, Florida 33138.

Having been named 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)

March 7, 2001
(Date)

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