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FLORIDA PROFIT CORPORATION OR P.A.

BRUCE M. MARGULIES P.A.

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ARTICLES OF INCORPORATION
FOR
BRUCE M. MARGULIES P.A.

01 MAR 20 AM 9:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby associate for the purposes of forming a Florida Professional Service Corporation for the purposes of carrying on the undersigned's profession and transacting business in the corporate form in accordance with the laws of the State of Florida and the Articles hereinafter set forth.

ARTICLE I: NAME OF PROFESSIONAL SERVICE CORPORATION

The name of the Professional Service Corporation formed by these Articles of Incorporation will be BRUCE M. MARGULIES P.A.

ARTICLE II: PURPOSE OF PROFESSIONAL SERVICE CORPORATION

The purpose of this Professional Service Corporation is to engage in the rendition of professional services for which it was incorporated, to-wit, the providing of Legal Services services. This Professional Service Corporation shall engage in no other business other than as stated herein except that no provision contained herein shall be construed to prohibit the within professional service corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

ARTICLE III: DURATION OF PROFESSIONAL SERVICE CORPORATION

The Professional Service Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by said shareholder.

These Articles of Incorporation were prepared by:
Bruce Margulies, Margulies and Rones, P.A.
16105 NE 18 Avenue, North Miami Beach, Florida 33162

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**ARTICLE IV: CAPITAL STOCK OF
PROFESSIONAL SERVICE CORPORATION**

The total number of shares of capital stock which the Professional Service Corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V: INCORPORATOR OF
PROFESSIONAL SERVICE CORPORATION**

The name and address of the person signing these Articles of Incorporation is Bruce M. Margulies, c/o MARGULIES AND RONES, P.A. 16105 N.E. 18 AVENUE, NORTH MIAMI BEACH, FLORIDA, 33162.

**ARTICLE VI: BYLAWS OF
PROFESSIONAL SERVICE CORPORATION**

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VII: AMENDMENT OF ARTICLES

This Professional Service Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

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**ARTICLE VIII: POWERS OF
PROFESSIONAL SERVICE CORPORATION**

This Professional Service Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to sell, mortgage, or pledge all or substantially all of its property and assets.

**ARTICLE IX: REGISTERED AGENT OF
PROFESSIONAL SERVICE CORPORATION**

The Registered Agent of this Professional Service Corporation shall be Bruce M. Margulies, whose address is 66 West Flagler Street, Suite 600, Miami, Florida 33130.

**ARTICLE X: DIRECTOR(S) OF
PROFESSIONAL SERVICE CORPORATION**

The initial board of Director(s) for this Professional Service Corporation and address(es) is(are): Bruce M. Margulies at 66 West Flagler Street, Suite 600, Miami, Florida 33130.

ARTICLE XI: PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Professional Service Corporation shall be 66 West Flagler Street, Suite 600, Miami, Florida 33130..

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16105 NE 18 Avenue, North Miami Beach, Florida 33162

ARTICLE XII: ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Professional Service Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, including any union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or other corporation, except as prohibited under law;

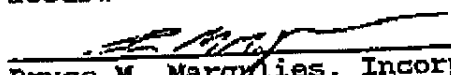
(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder who should desire to sell, transfer, or otherwise dispose of any shares in accordance with the By-Laws adopted by the shareholders of the Professional Service Corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the Professional Service Corporation may not be impaired;

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the Professional Service Corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A pension plan;
- (ii) A profit-sharing plan;
- (iii) A stock bonus plan;
- (iv) A restricted stock option plan;
- (v) A medical reimbursement plan
- (vi) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal on March 24, 2001 for the purpose of forming this Professional Service Corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.


Bruce M. Margulies, Incorporator

These Articles of Incorporation were prepared by:
Bruce Margulies, Margulies and Rones, P.A.
16105 NE 18 Avenue, North Miami Beach, Florida 33162

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STATE OF FLORIDA

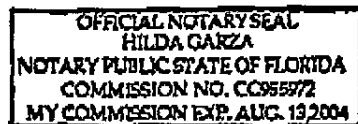
} SS.:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared, Bruce M. Margulies, who after being by me duly sworn, deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed.

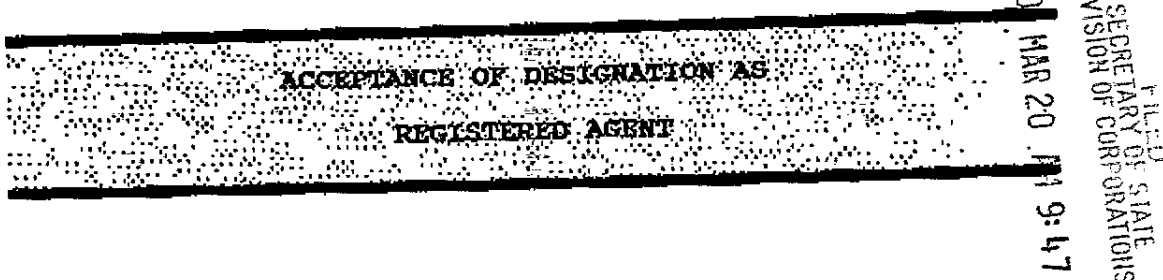
WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, on March 19th, 2001.

Hilda Garza
Notary Public, State of Florida



My Commission Expires:

Printed Name of Notary: _____



I, the undersigned, named as Registered Agent in the Articles of Incorporation of BRUCE M. MARGULIES P.A. do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said Professional Service Corporation.

DATED at North Miami Beach, Dade County, Florida, on March 19th, 2001.

Bruce M. Margulies
Bruce M. Margulies, ESQUIRE

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