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Stuart Reed, Esq.
Attorney at Law

(305) 674-9495

**940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

May 18, 2001

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

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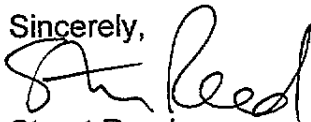
Re: Stuart Reed, Esq., P.A. / Articles of Incorporation

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation for Stuart Reed, Esq., P.A.

A check made out to the Department of State for \$78.25 is enclosed for the filing fee and a certificate of status.

Sincerely,


Stuart Reed

FILED
01 MAY 21 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 25 2001

**Articles of Incorporation of
Stuart Reed, Esq. P.A.**

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

ARTICLE I

1.1 Name.

The name of the Corporation is:

Stuart Reed, Esq. P.A.

1.2 Address.

The principal office and business address is:

**940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

**FILED
01 MAY 21 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE II

2.1 Purpose and Powers.

The purpose for which the corporation is organized is to provide professional legal services, to do any and all things allowed and permitted to be done by professional associations under the Statutes of the State of Florida, and to transact all lawful business for which professional associations may be organized under the laws of the State of Florida.

ARTICLE III

3.1 Authorized Shares.

The total authorized stock is 1000 shares at no par value per share. All stock will be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV

4.1 Directors.

The following are the names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders or until their successors shall be elected and qualified:

**Stuart Reed
940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

4.2 Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in the By-Laws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors.

ARTICLE V

5.1 Officers

The name and post office address of the President, Vice President, Secretary and Treasurer (any and all of which offices may be held by the same person) who will hold office until the successors are either elected, appointed or have qualified is:

**Stuart Reed
940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

Articles of Incorporation
Stuart Reed, Esq., P.A.

ARTICLE VI

6.1 Registered Agent

The name and Florida street address of the initial registered agent is:

**Stuart Reed
940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

ARTICLE VII

7.1 Incorporator.

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

**Stuart Reed
940 Lincoln Road, Suite 319
Miami Beach, Florida 33139**

ARTICLE VIII

8.1 Term.

The term of existence of the Corporation shall be perpetual.

ARTICLE IX

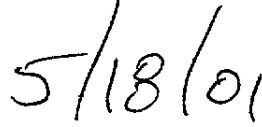
9.1 Amendments to Articles.

The Corporation may amend its Articles of Incorporation, from time to time, in any manner provided by law.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



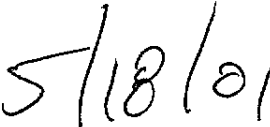
Signature / Registered Agent



Date



Signature / Incorporator



Date