JEFFREY S. HERSH, P.A.

708 West 51st Street, Suite 2 Miami Beach, Florida 33140 305.866.2058 Facsimile 305.866.2351

P0/00012551

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

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Re: Articles of Incorporation for Jeffrey S. Hersh, P.A.

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for JEFFREY S. HERSH, P.A., along with payment in the amount of \$78.75. The additional \$8.75 is included so as to receive a return certified copy of the filing. Thank you for your attention to this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Jeffrey S. Hersh

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

JEFFREY S. HERSH, P.A.

In compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes, the undersigned hereby forms a professional service corporation ("Corporation").

ARTICLE I. CORPORATE NAME

The name of this Corporation is Jeffrey S. Hersh, P.A.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The mailing address and the principal office of this Corporation is:

708 West 51st Street, Suite 2, Miami Beach, Florida 33140

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to provide legal services.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of stock that the Corporation is authorized to issue is Ten (10) shares of common stock, par value \$.01 per share.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Jeffrey S. Hersh 708 West 51st Street Suite 2 Miami Beach, Florida 33140

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jeffrey S. Hersh 708 West 51st Street Suite 2 Miami Beach, Florida 33140

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation, this _____ day of July, 2001.

JEFFREY STHERSH

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, Jeffrey S. Hersh hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of said position, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Dated this Le day of July, 2001.

JEFFREY\S. HERSH