CAPITAL CONNECTION, INC. FILED 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 4-8870 • 1-800-342-8062 • Fax (850) 222-1222 EB 26 PM 3:37 ****157.50 *****78.75 Art of Inc. File_____ LTD Partnership File_____ Foreign Corp. File_____ L.C. File_ Fictitious Name File___ Trade/Service Mark____ Merger File___ Art. of Amend. File__ RA Resignation___ Dissolution / Withdrawal_ Annual Report / Reinstatement Cert. Copy____ Photo Copy____ Certificate of Good Standing_____ Certificate of Status___ Certificate of Fictitious Name_____ Corp Record Search_____ Officer Search____ Fictitious Search_____ Fictitious Owner Search_____ Signature Vehicle Search_____ Driving Record____ UCC 1 or 3 File__ Requested by: UCC 11 Search_ UCC 11 Retrieval J. BRYAN FEB 2 6 2002 Time

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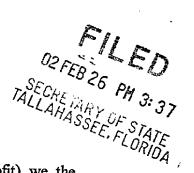
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ARTICLES OF INCORPORATION

FOR

ELISSA GAINSBURG, P.A.



In compliance with Chapter 607 and/or Chapter 621, Florida Statutes (Profit), we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME.

The name of the corporation is Elissa Gainsburg, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office/mailing address of this corporation is

c/o Pardo & Gainsburg, P.A. LLP One Biscayne Tower, Suite 2475 Miami F1 3313

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is:

- 1. To engage in the practice of law;
- 2. To do all things permitted by law to fulfill such purpose; and,
- 3. Unless otherwise provided herein, the description of the corporation's specific purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV - SHARES

The number of shares of stock that this corporation shall be authorized to have issued and outstanding at any time is five thousand (5,000) shares of \$.01 par value.

Said stock may be issued by the corporation either for cash, wholly or in part, for labor, services,

contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a valuation to be fixed by the Board of Directors, which valuation, in their judgment, shall seem adequate; and the vote or consent of the stock holders shall not be necessary for such issue. When this consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

This corporation shall have at least one (1) but not more than seven (7) directors. Directors need not be stockholders.

The names and post office addresses of the initial officer/directors are

Elissa Gainsburg director and president

2 S. Biscayne suik 2475

Miami Fl 33131

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the resident agent for this corporation is

Elissa Gainsburg

c/o Pardo & Gainsburg, L.L.P.

One Biscayne Tower, Suite 2475

2 South Biscayne Blvd

Miami, FL 33131

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, by my signature below I hereby agree to act in this capacity and further agree to comply with the provisions of all of the statutes relative to the proper and complete performance of my duties.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is

Elissa Gainsburg

c/o Pardo & Gainsburg, L.L.P.

One Biscayne Tower, Suite 2477

2 South Biscayne Blud

Miami, FL 33131

Signature Registered Agent:

ELISSA GAINSBURG

Date: February 22, 2002

Signature Incorporator:

ELISSA GAINSBURG

Date: February <u>22</u>, 2002

D2 FEB 26 PM 3: 37
SECRETARY OF STATE