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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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EFFECTIVE DATE

5-24-02

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Profit

1.) Melvin A. Morgenstern, P.A.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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*****78.75 *****78.75

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

RECEIVED
02 MAY 28 AM 9:53
DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

FILED
02 MAY 28 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 28, 2002

CORPORATE ACCESS INC

SUBJECT: MELVIN C. MORGENSTERN, P.A.
Ref. Number: W02000015295

Corrected
5/28/02
(Handwritten initials)

We have received your document for MELVIN C. MORGENSTERN, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 802A00034103

RECEIVED
02 MAY 28 PM 3:37
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5-24-02

Articles of Incorporation

of

Melvin C. Morgenstern, P.A.

FILED

02 MAY 28 AM 7:40

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is **Melvin C. Morgenstern, P.A.**

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is

Melvin C. Morgenstern, P.A.

Bank of America Tower 28th floor.

100 S.E. 2nd Street

Miami, FL 33131.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the practice of law within the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation and Limited Liability Company Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of law. This Corporation shall not be authorized to engage in any business other than the practice of law.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on May 24, 2002. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

Melvin C. Morgenstern

Bank of America Tower 28th floor.

100 S.E. 2nd Street

Miami, FL 33131.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Melvin C. Morgenstern, and

Melvin C. Morgenstern, P.A.

Bank of America Tower 28th floor.

100 S.E. 2nd Street

Miami, FL 33131.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

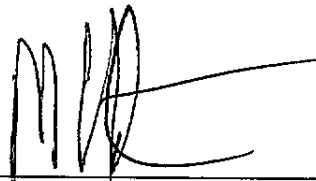
ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

ARTICLE XI. INCORPORATION OF PROVISIONS OF CORPORATION ACT

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of May 24, 2002.

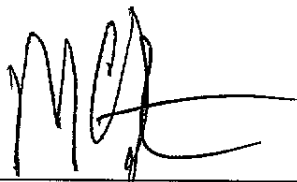
A handwritten signature in black ink, appearing to read 'M. Morgenstern', is written over a horizontal line.

Melvin C. Morgenstern

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of **Melvin C. Morgenstern**, P.A. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Melvin C. Morgenstern

Dated: May ^{24th}, 2002

FILED
02 MAY 28 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA