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ARTICLES OF INCORPORATION

OF

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RATINER & ASSOCIATES, P.A.

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(a Florida professional corporation) ALLAHASSEE, FLORIDA

SECRETARY OF STATE

In compliance with the requirements of Chapter 621 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a professional corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is RATINER & ASSOCIATES, P.A.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to conduct the practice of law, and any other activities permitted by law.

ARTICLE III

The address of the principal office of the Corporation is 3225 Aviation Avenue, Suite 600, Miami, Florida 33133.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Suite 600, 3225 Aviation Avenue, Miami, Florida 33133, and the initial registered agent for the Corporation at that address shall be Robert J. Ratiner, Esq.

ARTICLE VI

INCORPORATOR

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

Name

Address

Robert J. Ratiner, Esq.

Suite 600 3225 Aviation Avenue Miami, Florida 33133

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of July, 2002.

Robert J. Ratiner, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ratiner & Associates, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Chapter 621 of the Florida Statutes and the Florida Business Corporation Act.

DATE: July <u>***</u>, 2002.

Robert J. Ratiner, Esq.

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