

JUL-29-02 MON 11:33 AM

LAZARUS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

GEORGE E. MCARDLE, P.A.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
GEORGE E. MCARDLE, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 621.13 and 607.0202, Florida Statutes, the undersigned natural person, who is licensed or otherwise legally authorized to practice law in the State of Florida, hereby reaffirms her intent to associate herself as a professional corporation for the purposes of rendering professional legal services in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the Corporation shall be GEORGE E. MCARDLE, P.A. The mailing address and street address of the principal office of the Corporation is 201 Alhambra Circle, Suite 702, Coral Gables, Florida 33134.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering professional legal services. The Corporation shall not engage in any business other than rendering professional legal services; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property, all as may be necessary for rendering its professional legal services.

The purpose of the Corporation shall be carried out only through officers, directors, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services in the State of Florida.

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ARTICLE IV
POWERS

To the extent not inconsistent with the Florida Professional Service Corporation Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities, and duties as set forth under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE V
CAPITAL STOCK

There shall be one class of stock. The maximum number of shares which the Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE VI
TERMS OF CAPITAL STOCK

The shares of stock of the Corporation shall be issued only to individuals who are licensed and authorized to practice law in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his or her shares in the Corporation only to an individual who is licensed and authorized to practice law in the State of Florida. Any shares issued in violation of this Article VI are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VI is null and void. No shares may be transferred upon the books of the Corporation or issued by the Corporation until there is presented to, and filed with, the Corporation a certificate issued by the Corporation's legal counsel stating that the individual to whom the transfer of shares is to be made, or to whom the shares are to be issued, is licensed and authorized to practice law in the State of Florida.

No shareholder of the Corporation shall enter into a voting trust agreement, or any other type agreement, vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 201 Alhambra Circle, Suite 702, Coral Gables, Florida 33134, and the registered agent of the Corporation at such office shall be George E. McArdle, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping the registered office open for service of process.

ARTICLE VIII
BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation, but no individual who is not licensed and authorized to practice law in the State of Florida may be a director of the Corporation. The Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The individual set forth below shall serve as director of the Corporation from the date hereof until the next annual meeting of the shareholders or until such time as his successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
George E. McArdle	201 Alhambra Circle, Suite 702 Coral Gables, Florida 33134

ARTICLE IX
PROVISIONS FOR REGULATION OF
BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

(a) **Officers.** No individual may be an officer of the Corporation who is not licensed and authorized to practice law in the State of Florida.

(b) **Acts Prohibited.** The Corporation may do no act which is prohibited to be done by individual persons licensed and authorized to practice law in the State of Florida.

(c) **Severance of Interest.** If any officer, director, shareholder, agent or employee of the Corporation becomes legally disqualified to render legal services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional legal services, he or she shall sever all employment with, and financial interests in, the Corporation forthwith, and if he or she is an officer or director of the Corporation, shall resign such position immediately.

The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of such a provision in the Bylaws or in a private agreement to which the Corporation is a party, the Corporation shall purchase the shares of a deceased shareholder or a disqualified shareholder within ninety days after the death or disqualification of the shareholder, as the case may be. The price for such shares shall be the book value as of the month immediately preceding the death or disqualification of the shareholder. The book value shall be determined from the books and records of the Corporation in accordance with the regular method of accounting used by such Corporation. The determination of book value shall be made by the accountant serving the Corporation at the time of death or disqualification, or by a

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qualified successor accountant appointed for such purpose by the Board of Directors if the Corporation does not have an accountant at the date of death or disqualification, or if the accountant servicing the Corporation fails to make a determination of book value. If the Corporation shall fail to purchase such shares by the end of such ninety-day period, then the executor, administrator or such other personal representative of a deceased shareholder, or the disqualified shareholder, as the case may be, may bring an action for the enforcement of this provision.

ARTICLE X
DISSOLUTION

The Corporation shall be voluntarily dissolved only by the written consent of all of its shareholders.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is George E. McArdle, 201 Alhambra Circle, Suite 702, Coral Gables, Florida 33134.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation of
GEORGE E. MCARDLE, P.A.

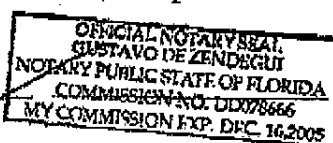


GEORGE E. MCARDLE, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of GEORGE E. MCARDLE, P.A. were
acknowledged before me this 27th day July 2002, by George E. McArdle, Incorporator.

 Notary Public



My Commission Expires:

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LAZARUS CORPORATION

FAX: 3052201440

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent for GEORGE E. MCARDLE,
P.A. Further, I am familiar with, and accept the obligations of, the provisions of Section 607.325,
Florida Statutes.

Date: JULY 27, 2002

By: 

George E. McArdle, Registered Agent

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TALLAHASSEE, FLORIDA