

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
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PO2000107401

October 1, 2002

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VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

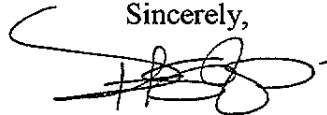
RE: Incorporation of Beatty Barfield Page, P.A.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Beatty Barfield Page, P.A., along with this firm's check for your filing fees. Please return a certified copy of the Articles of Incorporation to my attention as soon as possible.

Should you have any questions or comments, please do not hesitate to contact me directly at (305)507-6530.

Sincerely,



Patricia Soto  
Paralegal

Enclosures

cc: Beatty Barfield Page

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TALLAHASSEE, FLORIDA  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BEATTY BARFIELD PAGE, P.A.

ARTICLE I

Corporate Name

The name of this Corporation shall be Beatty Barfield Page, P.A. and its initial principal office is located at 201 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE II

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation is:

A. To engage in every aspect of the business of rendering professional services to the public that an attorney duly licensed under the laws of the State of New York is authorized to render. Such legal services shall be rendered only through officers, employees, and agents who are duly licensed to practice law under the laws of such state.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own any real and personal property necessary for the rendering of legal services.

C. To do everything necessary and proper, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit incidental to the practice of law or the accomplishment of the purposes of this Corporation.

ARTICLE III

Capital Stock

This Corporation is authorized to issue a maximum of one (1) share of stock. The share of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE IV

##### Initial Registered Agent and Initial Registered Office

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Beatty Barfield Page  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

#### ARTICLE V

##### Board of Directors

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall not have less than one (1) Director at any time. The name and post office address of the initial Director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Beatty Barfield Page	201 South Biscayne Boulevard Suite 2500 Miami, Florida 33131

#### ARTICLE VI

##### Incorporator

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Beatty Barfield Page	201 South Biscayne Boulevard Suite 2500 Miami, Florida 33131

ARTICLE VII

Incorporation of Provisions of  
Professional Service Corporation Act

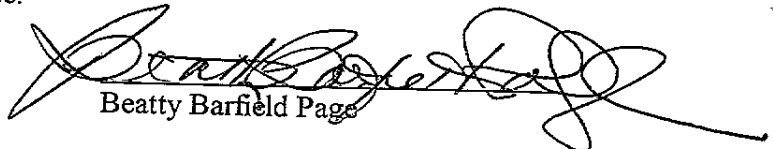
This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its officers, directors, and stockholders shall be subject to all of the Sections of said Act concerning the formation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

ARTICLE VIII

Duration

Corporate existence will commence on the date of the filing of these Articles and the Corporation shall have perpetual existence unless sooner dissolved according to law.

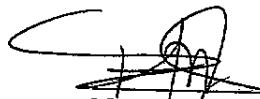
THE UNDERSIGNED, for the purpose of forming a professional corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts stated herein are true.

  
Beatty Barfield Page

STATE OF FLORIDA            )  
  ) ss.:  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BEATTY BARFIELD PAGE, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 1 day of October, 2002.

  
Notary Public  
Print Name Patricia R. Mendez

My commission expires:

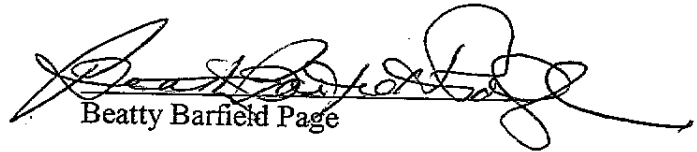


Patricia R. Mendez  
Commission # DD055861  
Expires Sep. 10, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as resident Registered Agent upon whom process may be served for Beatty Barfield Page, P.A., and above named Corporation.

This acceptance is dated the 1 day of October, 2002.

  
Beatty Barfield Page

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