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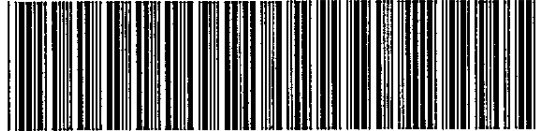
(Business Entity Name)

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11/21/02--01019--002 **78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SE
11/20

SONIA WILCZEWSKI
512 Malaga Avenue, 13
Coral Gables, Florida 33134
(305) 502-4165

November 8, 2002

Department of State
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed, please find two counterparts of the Articles of Incorporation for SONIA WILCZEWSKI, P.A. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
<u>Certified Copy</u>	<u>\$ 8.75</u>
Total	\$78.75

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

FAX
(305) 358-4277

Sincerely,


SONIA WILCZEWSKI, ESQ.

jb:SW

ARTICLES OF INCORPORATION

OF

SONIA WILCZEWSKI, P.A.

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TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a professional association under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the professional association is **SONIA WILCZEWSKI, P.A.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the professional association shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This professional association shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This professional association is organized for the purpose of performing all duties of a law firm.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this professional association shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this professional association at that address is Sonia Wilczewski.

ARTICLE VI - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the professional association shall be managed under the direction of its board of directors. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

<u>Name:</u>	<u>Address:</u>
SONIA WILCZEWSKI, ESQ.	888 Brickell Avenue, 5 th Floor Miami, Florida 33131

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporator

The name and address of the subscriber to these Articles are:

<u>Name:</u>	<u>Address:</u>
Sonia Wilczewski	888 Brickell Avenue 5 th Floor Miami, Florida 33131

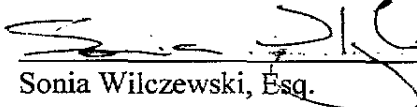
ARTICLE IX

The number of shares of stock is: 1,000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

SONIA WILCZEWSKI, P.A. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Sonia Wilczewski, Esq., located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.

 (SEAL)
Sonia Wilczewski, Esq.
Incorporator

Dated: 11/8, 2002

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

 (SEAL)
SONIA WILCZEWSKI, ESQ.
Registered Agent

Dated: 11/8, 2002

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TALLAHASSEE FLORIDA