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Florida Department of State

Division of Corporations

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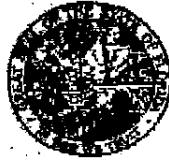
alan m. grunspan, p.a.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 2002

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SUBJECT: ALAN M. GRUNSPAN, P.A.
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

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I.

NAME OF CORPORATION

The name of this corporation shall be ALAN M. GRUNSPAN, P.A.
Wachovia Financial Center
200 South Biscayne Boulevard/Suite 4650
Miami, Florida 33131

II.

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys-at-law.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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III.

CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the Corporation's stock and certificates shall be issued only to attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

DURATION

The corporation shall have perpetual existence.

V.

REGISTERED AGENT

The address of this corporation's initial registered office is Suite 4650, Wachovia Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394, and the name of its initial registered agent at said address is Alan M. Grunspan, Suite 4650, Wachovia Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394.

VI.

INCORPORATOR

The name and address of the Incorporator is as follows: Alan M. Grunspan, Suite 4650, Wachovia Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394.

VII.

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director(s) of this corporation is:

Alan M. Grunspan, Suite 4650, Wachovia Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394.

VIII.

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the

corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X.

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

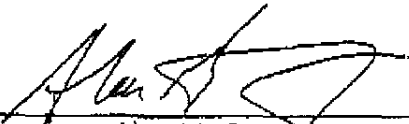

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such

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amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

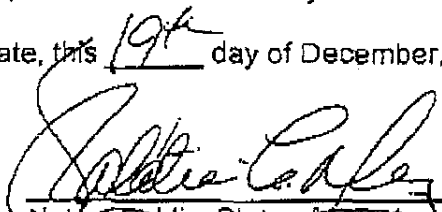
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 19 day of December, 2002.


Incorporator: Alan M. Grunspan

Registered Agent: Alan M. Grunspan

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

BEFORE ME, the undersigned authority, personally appeared ALAN M. GRUNSPAN, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade in the said County and State, this 19th day of December, 2002



Notary Public, State of Florida at Large

My Commission Expires:

Personally known ()
Produced identification ()
Type of identification produced ()



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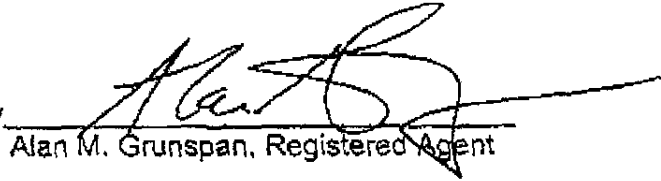
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named in the Articles of Incorporation of Alan M. Grunspan, P.A. as the registered agent and to accept service of process for the limited liability company, I agree to accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.

By


Alan M. Grunspan, Registered AgentFILED
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