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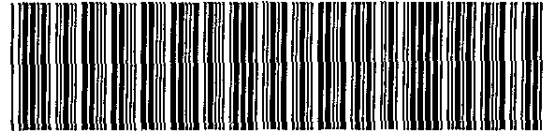
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TALLAHASSEE, FLORIDA

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Eduardo R. Arista, P.A.

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December 27, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Judd G. Rosen & Associates, P.A.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of JUDD G. ROSEN & ASSOCIATES, P.A. for filing with an effective date of December 27, 2002. Also enclosed is a check in the amount of \$87.50. Please send a certified copy of the Articles of Incorporation and a Certificate of Status to the following address:

Eduardo R. Arista, P.A.
2655 Le Jeune Road, Fifth Floor
Coral Gables, Florida 33134

Thank you in advance for your prompt attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'Ed Arista', written in a cursive style.

Ed Arista

cc: Judd G. Rosen, Esq.

Enclosures (3)

ARTICLES OF INCORPORATION

OF

JUDD G. ROSEN & ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of JUDD G. ROSEN & ASSOCIATES, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation (the "Corporation") shall be JUDD G. ROSEN & ASSOCIATES, P.A. and its principal place of business shall be Suite 900, BIV Tower, 1101 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

PURPOSE

The purposes for which this Corporation is organized are to engage in every phase and aspect of the business of rendering the same services to the public that a licensed attorney, under the laws of the State of Florida, is authorized to render, and to engage in any other acts that are permitted by law.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share, and all of such shares shall be in a single class.

ARTICLE IV

COMMENCEMENT AND TERM OF EXISTENCE

The existence of the Corporation shall commence on December 27, 2002. The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 2655 Le Jeune Road, Fifth Floor, Coral Gables, Florida 33134, and the registered agent of this Corporation at that address shall be Eduardo R. Arista, P.A.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director is:

Judd G. Rosen, Esq.
Suite 900, BIV Tower
1101 Brickell Avenue
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows:

Eduardo R. Arista, P.A.
2655 Le Jeune Road, Fifth Floor
Coral Gables, Florida 33134

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of December, 2002.

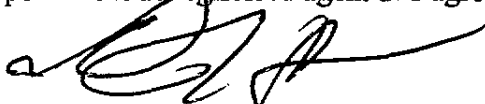


Incorporator, Eduardo R. Arista, P.A.

12/27/02

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent, Eduardo R. Arista, P.A.

12/27/02

Date