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May 22, 2003

VIA OVERNIGHT MAIL

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

RE: Filing of Articles of Incorporation of Melamed & Karp, P.A.

Dear Department of State:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation of Melamed & Karp, P.A. along with check number 2712, made payable to Department of Corporations in the amount of $78.75, which represents the filing fee with regard to the above captioned matter:

Upon receipt of this correspondence, kindly file same accordingly. I have enclosed a self-addressed stamped envelope for the return of a stamped copy of the Articles of Incorporations.

Thank you for your continued cooperation. If you have any questions please do not hesitate to contact our office toll free at (800) 805-8305.

Very truly yours,

Jonathan Bloom

JB/ls
Enclosures (3)

ARTICLES OF INCORPORATION

OF

MELAMED & KARP, P.A.

The undersigned subscriber to these articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is MELAMED & KARP, P.A., (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

This corporation is organized for the following purposes:

a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE III – PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 12000 Biscayne Blvd. Suite 405, North Miami, Florida 33181.

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

Elliot Melamed, Officer
Steven Karp, Officer
12000 Biscayne Blvd.
Suite 405
North Miami, Florida 33181

ARTICLE V – DIRECTOR(S)

The Director(s) of the Corporation shall be Elliot Melamed and Steven Karp.

ARTICLE VI – OFFICERS

The officers of the Corporation shall be:

President:	Elliot Melamed
Vice-Pres.:	Steven Karp
Secretary:	Steven Karp

ARTICLE VII – CORPORATE CAPITALIZATION

7.1 The maximum number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR ($1.00).

7.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.3 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify and reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations are to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE VIII – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX - CORPORATE POWERS

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2295 NW Corporate Blvd., Suite 117, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is Jonathan Bloom, Esq. of Bloom, Ballen & Freeling, Attorneys At Law.

ARTICLE XIII – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV – AMENDMENT

The corporation reserves the right to amend, adds to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on May 20th, 2003.

Elliot Melamed

Elliot Melamed, Incorporator

Steven Karp

Steven Karp, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS SECTION 607.0501 OR FS SECTION 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MELAMED & KARP, P.A.

2. The name and street address of the registered agent and office is:

Jonathan Bloom, Esq.
Bloom Ballen & Freeling
2295 NW Corporate Blvd., Suite 117
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 20, 2003

Jonathan Bloom, Esq.