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SECRETARY OF STATE
TALLAHASSEE, FL 32399



97/

July 21, 2003

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

Re: Nasco & Vossoughi, P.A.

Ladies and Gentlemen:

Enclosed are an original and two (2) copies of the articles of incorporation for the referenced professional association, and a check made payable to the Department of State in the amount of \$87.50.

Please provide me with a certified copy and a certificate of status for the referenced professional association. For this purpose, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your prompt attention to this matter.

If you have any questions, please do not hesitate to call me at (305) 447-6770.

Sincerely,


Roxana T. Nasco, Esq.

Please forward correspondence to:

4660 S.W. 13th Terrace
Miami, Florida 33134

ARTICLES OF INCORPORATION
OF
NASCO & VOSSOUGH, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I - NAME

The name of the professional service corporation is NASCO & VOSSOUGH, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation 4660 S.W. 13 Terrace, Miami, Florida 33134.

ARTICLE III - SPECIFIC PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - CAPITAL STOCK

The capital stock of the professional service corporation shall be one-hundred (100) shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE V - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders (or, if only two shareholders, unanimously) of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be

determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE VI. - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

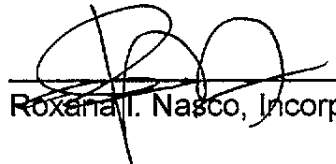
ARTICLE VII. - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4660 S.W. 13 Terrace, Miami, Florida 33134, Florida. The name of the initial registered agent at that address is Roxana I. Nasco.

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is:

Roxana I. Nasco
4660 S.W. 13 Terrace
Miami, Florida 33134

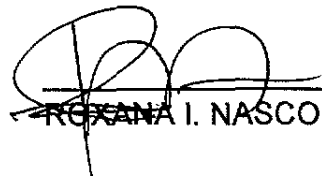


Roxana I. Nasco, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, ROXANA I. NASCO, having been named as registered agent to accept service of process for NASCO & VOSSOUGH, P.A. at the place designated in the Articles of Incorporation, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

7.21.03
Date


ROXANA I. NASCO, Registered Agent

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TALLAHASSEE, FLORIDA