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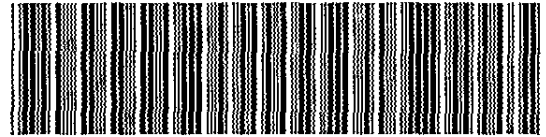
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10/01/03--01010--015 **35.00

09/22/03--01026--011 **52.50

EFFECTIVE DATE

10-6-03

FILED

03 SEP 30 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-27606

Bm 10/1

PATRICK J. GOGGINS, P.A.

Sun Trust Building • Suite 850
777 Brickell Avenue • Miami • Florida 33131-2811
305.530.8500 • fax 305.530.8557
pgoggins@projectlaw.com • www.projectlaw.com



September 18, 2003

Department of State
Division of Corporations
Corporate filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **Wagar Murray & Feit PA**

Dear Division of Corporations representative:

Enclosed please find one (1) original and one (1) copy of the articles of incorporation, and a check in the amount of \$52.50 (\$35 for the filing plus \$8.75 for certified copy, \$8.75 for a certificate of status). Thank you for your prompt assistance with this matter.

Sincerely,

Patrick J. Goggins

encl
VIA USPS
C:\AIVLO\Transmittal.doc



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 25, 2003

PATRICK J GOGGINS PA
777 BRICKELL AVENUE SUITE 850
MIAMI, FL 33131-2811

SUBJECT: WAGAR MURRAY & FEIT PA
Ref. Number: W03000027606

We have received your document for WAGAR MURRAY & FEIT PA and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 403A00052935

ARTICLES OF INCORPORATION

The undersigned incorporator to these Articles of Incorporation, an attorney duly licensed to render legal services under the laws of the State of Florida, hereby forms a Professional Corporation for profit pursuant to the Professional Service Corporations Act and other laws of the State of Florida.

ARTICLE I NAME

The name of the professional corporation shall be: **Wagar Murray & Feit PA** (the "Professional Corporation").

EFFECTIVE DATE

10-6-03

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Professional Corporation shall be:

3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

ARTICLE III PURPOSE

The Professional Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation and Limited Liability Company Act, engaged in the practice of law.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that the Professional Corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The name and Florida street address of the initial registered agent of the Professional Corporation shall be:

Kirk Wagar
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Professional Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Shareholders' Agreement, but shall never be less than one. The name and address of the initial directors of the Professional Corporation are:

Kirk Wagar
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

John Murray
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

Carrie Feit
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

**ARTICLE VII
PROFESSIONAL CORPORATION'S EFFECTIVE DATE**

The Professional Corporation's existence shall become effective as of the 6th day of October, 2003

**ARTICLE VIII
INCORPORATOR**

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

Kirk Wagar
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 16th day of September, 2003.



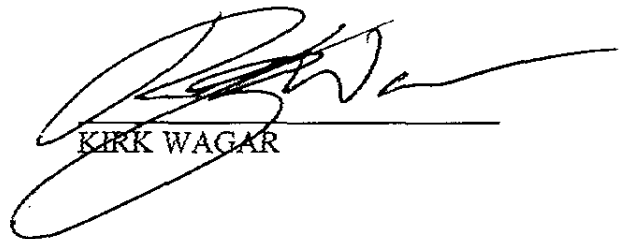
KIRK WAGAR

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH: That **Wagar Murray & Feit PA**, desiring to organize under the laws of the State of Florida, which will have its principal offices in Florida, has named as its agent to accept service of process within this state:

Kirk Wagar
3250 Mary Street, Suite 302
Coconut Grove, Florida, 33133

Dated this 16th day of September, 2003.



KIRK WAGAR

ACKNOWLEDGEMENT: Having been named registered agent and to accept service of process for the above-named Professional 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 accept the obligations of my position as registered agent

Dated this 16th day of September, 2003.



KIRK WAGAR, Registered Agent

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TALLAHASSEE, FLORIDA