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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

RODRIGUEZ-PIEDRA & ASSOCIATES, P.A.

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ARTICLES OF INCORPORATION

OF

RODRIGUEZ-PIEDRA & ASSOCIATES, P.A.
a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is **RODRIGUEZ-PIEDRA & ASSOCIATES, P.A.**, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

The purpose for which the corporation is organized is to engage in the practice of law.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge E. Rodriguez, Esq., 395 Alhambra Circle, Suite 301, Coral Gables, Florida 33134. The

This Instrument Prepared By:
Jorge E. Rodriguez, Esq.
FL Bar No. 378747
Rodriguez Lopez-Garcia, P.A.
395 Alhambra Circle, Suite 301
Coral Gables, FL 33134 (305) 441-2171

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corporate address of this corporation is 395 Alhambra Circle, Suite 301, Coral Gables, Florida 33134.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

NAME

ADDRESS

Jorge E. Rodriguez

395 Alhambra Circle
Suite 301
Coral Gables, Florida 33134

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Jorge E. Rodriguez.


ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

101 P.04

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
10th day of October, 2003.

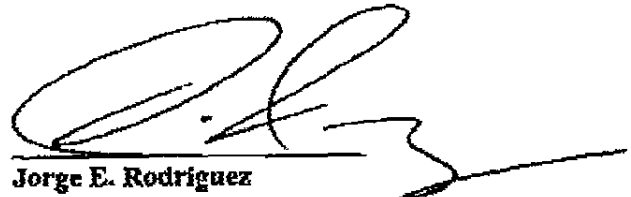


Jorge E. Rodriguez

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT
IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF
HISHER DUTIES.

Dated this 10th day of October, 2003.



Jorge E. Rodriguez

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