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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.
STANLEY KISZKIEL, P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

STANLEY KISZKIEL, P.A.

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TALLAHASSEE FLORIDA

The undersigned subscriber to these articles of professional service corporation, a natural person competent to contract, and being duly licensed to practice as an Attorney at Law under the laws of the State of Florida does hereby form a professional service corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be STANLEY KISZKIEL, P.A.

ARTICLE II

The principal office and mailing address of this corporation is 710 N.W. 97th Terrace, Pembroke Pines, FL 33024-6243.

ARTICLE III - NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional legal services and to do all things in connection therewith that are customarily done by a duly licensed Attorney at Law under the laws of the State of Florida, and in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate mortgages, stocks, bonds or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no other.

This Instrument Prepared By:
Santiago Diaz, Esq.
SANTIAGO DIAZ, P.A.
Fla. Bar No. 35941A
80 S.W. Eight Street, Suite 2180
Miami, FL 33130
Tel: (305) 377-4003 Fax: (305) 377-5943

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ARTICLE IV - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500.00	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice as an Attorney at Law in the State of Florida.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 710 N.W. 97th Terrace, Pembroke Pines, FL 33024-6243 with the privilege of having its offices and branch offices at other places within the state of Florida. The initial registered agent at that address shall be STANLEY KISZKIEL. The Board of Directors may from time to time designate such other address and place for the registered

office of this corporation as it may see fit.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. In addition, the corporation shall have a President, a Secretary, a and Treasurer to serve as initial officers with the exact number of officers, and their term in office, to be specified in the corporate bylaw. The name and address of the directors and officers of the corporation, who shall hold office for the first year or until their successor(s) is duly elected and qualified, or appointed shall be:

<u>Name</u>	<u>Address</u>
STANLEY KISZKIEL	710 N.W. 97 th Terrace, Pembroke Pines, FL 33024-6243

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is: STANLEY KISZKIEL, 710 N.W. 97th Terrace, Pembroke Pines, FL 33024-6243.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

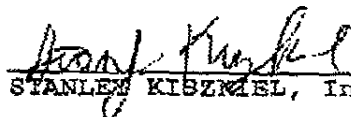
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other 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 as an Attorney at Law in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitation 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 XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation under the laws of State of Florida this 6th day of November, 2003.




STANLEY KISZNIEL, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared STANLEY KISZKIEL, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and Acknowledgment of Registered Agent, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 5th day of November, 2003.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCEEDINGS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE FL 32310

FILED

In compliance with the laws of the State of Florida, the following is submitted:

First, that STANLEY KISZKIEL, P.A., desiring to organize under the laws of the State of Florida, has named STANLEY KISZKIEL, 710 N.W. 97th Terrace, Pembroke Pines, FL 33024-6243, County of Broward, State of Florida as its statutory registered agent.

Acknowledgment

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Stanley Kiszkiel
STANLEY KISZKIEL
Registered Agent

DATED: this 6th day of November, 2003

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