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FLORIDA PROFIT CORPORATION OR P.A.

GRISEL MCKERNAN P.A.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2004

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: GRISEL MCKERNAN P.A.
REF: W04000029923

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6878

Alan Crum
Document Specialist
New Filings Section

FAX Aud. #: H04000160855
Letter Number: 304A00048852

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ARTICLES OF INCORPORATION

OF

GRISEL MCKERNAN P.A., a Florida Corporation

ARTICLE I - NAME

The name of this corporation is GRISEL MCKERNAN P.A., a Florida Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

THIS INSTRUMENT PREPARED BY:

Mr. Mario Velez, Esq. FLA BAR 278262
Meridian Executive Center
at the Blue Lagoon, Suite 484
815 North West 57th. Avenue
Miami, Florida 33126

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(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of requiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

(q) To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.

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(c) This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE.

The street address of the initial registered office is 11825 SW 99 Court Miami, Florida 33176 and the principal office of this corporation is 11825 SW 99 Court Miami, Florida 33176, and the name of the initial registered agent of this corporation and his address is GRISEL MCKERNAN, 11825 SW 99 Court Miami, Florida 33176.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

→ GRISEL MCKERNAN
11825 SW 99 Court
Miami, Florida 33176

ARTICLE VIII - INCORPORATOR

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

GRISEL MCKERNAN
11825 SW 99 Court
Miami, Florida 33176

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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 2004.


Grisel McKernan

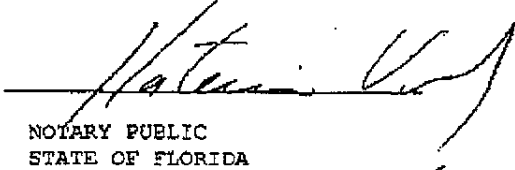
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STATE OF FLORIDA)
) ss
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Grisel McKernan known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and seal in the state and county aforesaid, this 7th day of July, 2004.


NOTARY PUBLIC
STATE OF FLORIDA

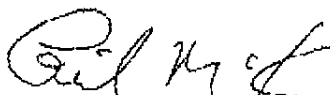
MY COMMISSION EXPIRES:



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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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