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TRANSMITTAL LETTER

Department of State
Registration Section
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

SUBJECT: ELIZABETH MARTIALAY, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input checked="checked" type="checkbox"/>	<u>\$ 78.75</u>
Filing Fee & Certified Copy	
ADDITIONAL COPY REQUIRED	

FROM: M.TACHIBANA, C.P.A., P.A.

NAME (PRINTED OR TYPED)

10800 BISCAYNE BLVD, SUITE# 150

ADDRESS

MIAMI, FLORIDA 33161

CITY, STATE & ZIP

(305) 895-4000

DAYTIME TELEPHONE NUMBER

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ELIZABETH MARTIALAY, P.A.

APPROVED
AND
FILED
05 JAN 26 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is ELIZABETH MARTIALAY, P.A. The mailing address of the corporation is 5445 Collins Avenue, #M 10, Miami Beach, Florida 33140.

ARTICLES II – GENERAL NATURE OF BUSINESS AND POWER

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To engage in every phase and aspect of the practice of legal services to any and all persons, firms, corporations, and other entities, and to the general public relating to legal services in the State of Florida and all of its political subdivision and before all administrative bodies, State and Federal, and to provide these services throughout the United States and the world unless prohibited by law; and
- (b) to invest its funds in real estate, mortgage, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforementioned professional services; and
- (c) In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Services Corporation Act of the State of Florida, including any subsequent amendments thereto; and
- (d) The foregoing shall be construed both as objectives and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, 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 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5445 Collins Avenue, #M 10, Miami Beach, Florida 33140 and the name of the initial registered agent of this corporation at this address is ELIZABETH MARTIALAY.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

ELIZABETH MARTIALAY
5445 Collins Avenue, #M 10
Miami Beach, Florida 33140

ARTICLE VIII - INCORPORATOR

The name and addresses of the persons signing these Articles of Incorporation is:

ELIZABETH MARTIALAY
5445 Collins Avenue, #M 10
Miami Beach, Florida 33140

ARTICLE IX – INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This corporation shall be a professional corporation within the meaning of the Professional Service Corporation Act, Florida Statutes, Chapter 621. This corporation, its officers, directors, stockholders, agents and employees shall be subject to all the terms and provisions of said Chapter, as the same now exists or may be hereafter amended.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation this 21st day of January, 2005.


ELIZABETH MARTIALAY, Subscriber

State of Florida)
) ss
County of Miami-Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared ELIZABETH MARTIALAY known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 21st day of January, 2005.



Mitsukazu Tachibana
Commission #DD146284
Expires: Aug 29, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public
State of Florida

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

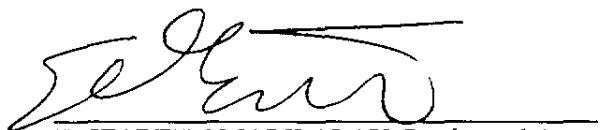
That ELIZABETH MARTIALAY, P.A. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami Beach, County of Miami-Dade, State of Florida, has named ELIZABETH MARTIALAY located at 5445 Collins Avenue, #M 10, Miami Beach, Florida 33140 as its agent to accept service of process within this state.



ELIZABETH MARTIALAY, President
January 21, 2005

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ELIZABETH MARTIALAY, Registered Agent
January 21, 2005