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FLORIDA PROFIT/NON PROFIT CORPORATION

stuart l. cohen, p.a.

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ARTICLES OF INCORPORATION OF

STUART L. COHEN, P.A.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

**NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION;
REGISTERED AGENT FOR SERVICE OF PROCESS**

The name of the corporation is **STUART L. COHEN, P.A.**, the principal office and mailing address of the corporation is:

25 Southeast Second Avenue, Suite 808
Miami, Florida 33131

The name and Florida street address of the registered agent is:

Stuart L. Cohen, Esquire
25 Southeast Second Avenue, Suite 808
Miami, FL 33131

II

DURATION

The period of its duration is perpetual.

III

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged by attorneys.

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b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida.

IV

DIRECTOR AND OFFICER

The Director of this corporation is:

Stuart L. Cohen, Esquire
25 Southeast Second Avenue, Suite 808
Miami, FL 33131

The sole officer of this corporation is:

Stuart L. Cohen, President
25 Southeast Second Avenue, Suite 808
Miami, FL 33131

V

INCORPORATOR

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

Stuart L. Cohen, Esquire
25 Southeast Second Avenue, Suite 808
Miami, FL 33131

VI

AMENDMENT OF ARTICLES

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.

VII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

VIII

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors, or directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interests is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for

such purpose without counting the vote or votes of such interested director or directors; or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or,
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

IX

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporations and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XI

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

XII

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

XIII

SHARES

The Corporation is authorized to issue 100 shares.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of February, 2008.

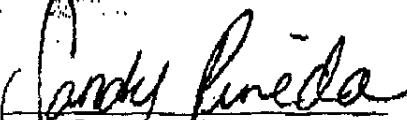

STUART L. COHEN, ESQ., Incorporator

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

BEFORE ME, the undersigned authority, personally appeared, Stuart L. Cohen, Esquire, to me known to be the person who executed the forgoing Article of Incorporation, and he acknowledge to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of February, 2008.

NOTARY PUBLIC-STATE OF FLORIDA
 Sandy Pineda
Commission # DD431621
Expires: MAY 22, 2009
Bonded Thru Atlantic Bonding Co., Inc.


NOTARY PUBLIC,
State of Florida At Large

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 25 Southeast Second Avenue, Suite 808, Miami, FL 33131, I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.


STUART L. COHEN, ESQ.
Registered Agent

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TALLAHASSEE, FLORIDA

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