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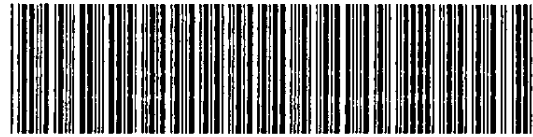
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 MAR 24 PM 2:51

APPROVED
AND
FILED

1/11

C. Humphrey & Associates P.A.

Christine M. Humphrey, Esq.
305.372.2421
chumphrey@chpalaw.com

March 22, 2011

Florida Department of State

Enclosed please find a check for the filing fee of Humphrey Mirkin PA.

If you should have any questions please let me know 305-372-2421



Gisela Marquez

ARTICLES OF INCORPORATION
OF
HUMPHREY MIRKIN P.A.

APPROVED
AND
FILED

11 MAR 26 PM 2:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of incorporating and organizing a professional services corporation under the Florida Statutes, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the professional services corporation (hereinafter called the "Corporation") is HUMPHREY MIRKIN P.A. The principal place of business is 601 Brickell Key Drive, Miami, Florida 33131.

SECOND: The address of the registered office of the Corporation in the State of Florida is 601 Brickell Key Drive, Miami, Dade County, Florida 33131 and the name of the registered agent of the Corporation in the State of Florida at such address is Christine M. Humphrey.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which professional service corporations may be organized under the Florida Statutes. *"Attorney"*

FOURTH: The Corporation is authorized to issue one thousand (1000) shares of common stock with a par value of \$0.01 per share.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

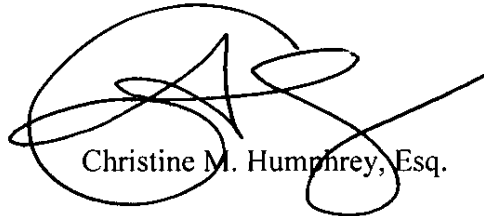
SEVENTH: The Corporation shall have two (2) directors initially. The names and addresses of the initial directors are Christine M. Humphrey, 601 Brickell Key Drive, Miami, Florida 33131, and Mark H. Mirkin, 112 Via Castilla, Jupiter, Florida 33458.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Statutes as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Christine M. Humphrey, Esq., whose mailing address is 601 Brickell Key Drive, Miami, Florida 33131.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a professional services corporation pursuant to the Florida Statutes, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of March, 2011.



Christine M. Humphrey, Esq.

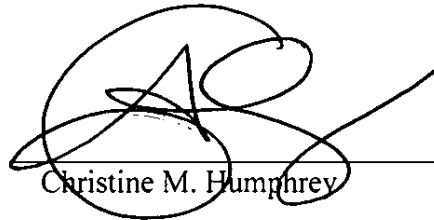
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

HUMPHREY MIRKIN P.A., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 601 Brickell Key Drive, Miami, Dade County, Florida 33131, has named Christine M. Humphrey as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated professional services corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.


Christine M. Humphrey

APPROVED
AND
FILED
11 MAR 24 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 21, 2011

Humphrey Mirkin P.A.
601 Brickell Key Drive
Miami, FL 33131

RE: Subscription for Shares

To Whom It May Concern:

The undersigned hereby subscribes for one hundred (100) shares of the Common Stock (the "Shares") of Humphrey Mirkin P.A., a Florida professional services corporation (the "Corporation"), in consideration for the payment by the undersigned to the Corporation of one hundred dollars (\$100).

All of the Shares so received will be taken by the undersigned for its own account as an investment and not with a view to the distribution thereof.

It is understood that you will issue the Shares without their registration under the Securities Act of 1933. The undersigned will be responsible for any loss or expense that may be incurred by you by reason of any sale or disposition of the Shares by the undersigned which will involve the Corporation in violation of the Securities Act of 1933. The undersigned will give you written notice of any intention to dispose of any or all of the Shares specifying the terms of such proposed disposition.

Very truly yours,



Christine M. Humphrey