

CHRISTOPHER P. KELLEY

ATTORNEY AT LAW

TELEPHONE
(305) 893-6004
FACSIMILE
(305) 893-7666

11008 DISCAYNE BOULEVARD
SUITE 205
MIAMI, FLORIDA 33161

P95000004919

January 13, 1995

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

600001388586
-01/24/95--01142--001
****264.00 ****122.50

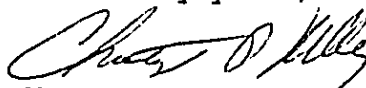
Re: Christopher P. Kelley, P.A.
Valdes & Villaverde, P.A.

Dear Sir or Madam:

Enclosed please find my operating account check in the amount of \$264.00, and Articles of Incorporation with a copy for the registration of the above P.A.'s. Please return the certified copy to me at the above address in the enclosed Federal Express return envelope.

Thank you for your cooperation.

Very truly yours,



Christopher P. Kelley, Esquire

CPK/smr
Enclosures

FILED
JAN 17 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 19 1995 FBSB

35.00

35.00

32.50

122.50

ARTICLES OF INCORPORATION

OF

VALDES & VILLAYERDE, P.A.

FILED

95 JAN 17 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A professional association organized pursuant to the
Professional Service Corporation Act, Chapter 621,
Florida Statutes)

I, the undersigned incorporator, hereby make, subscribe and
acknowledge, and file with the Department of State of the State of
Florida these Articles of Incorporation for the purpose of forming
a corporation for profit in accordance with the laws of the State
of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:
VALDES & VILLAYERDE, P.A.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon
the filing of these Articles of Incorporation and shall exist
perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general purpose or purposes for which this corporation is
initially organized shall include and are as follows:

(1) To engage in the business of rendering professional legal
services to the general public and to do all things in connection
therewith that are customarily done by attorneys and counselors-at-
law under the laws of the State of Florida and in accordance with
the Professional Service Corporation Act; provided, however, that
such professional services shall be rendered only through officers,
employees and agents who, if so required by law, are duly licensed
to practice said profession in the State of Florida.

(2) To carry on any lawful pursuit necessary or incidental to
the accomplishment of the purposes or the attainment of the objects
of this corporation to such extent as a corporation organized under
the Professional Service Corporation Act may now or may hereafter
lawfully do.

ARTICLE IV
CAPITAL STOCK

(1) The aggregate number of shares which this corporation
shall have authority to issue is 7,500 and such shares are to
consist of one class only, namely Common Stock, and the par value
of each of the shares shall be \$1.00.

(2) Each share of Common Stock shall entitle the holder
thereof to one vote on each matter to be voted on at any meeting of
shareholders.

(3) In the election of directors of this corporation there
shall be no cumulative voting of the stock entitled to vote at such
election.

(4) All or any part of the Common Stock may be issued for
such consideration whether in cash, in property, or in labor or
service at a fair valuation not less than the par value of the
shares issued therefore, as shall be fixed by the Board of
Directors. All stock when issued shall be paid for and shall be
nonassessable.

(5) The holders of the Common Stock of the corporation shall
have the preemptive rights to subscribe for and purchase their
proportionate share of any additional stock issued by the
corporation from and after the issuance of the share originally

subscribed for by the shareholders of this corporation, whether such shares are to be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This initial registered office of this corporation shall be at 11098 Biscayne Boulevard, Suite #205, Miami, 33161 and the name of its initial registered agent at such address shall be Christopher P. Kelley.

ARTICLE VI
BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than (1) and not more than fifteen (15) members, the number of the same to be fixed by the shareholders or by the corporate-by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VII
SUBSCRIBERS

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, each incorporator and subscriber shall have all the rights and powers of a shareholder, including, without limitation, power to elect a Board of Directors pursuant to Articles IV and VI above. The Board of Directors shall be elected as soon as convenient after filing these Articles.

ARTICLE VIII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Christopher P. Kelley	11098 Biscayne Boulevard, Suite #205 Miami, Florida 33161

ARTICLE IX
TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE X
BY-LAWS

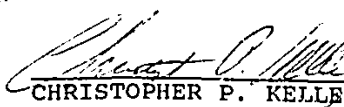
(1) The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by the vote of shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders. No by-law which has been altered, amended or repealed by such vote of the shareholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of the shareholders.

(2) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 13 day of January, 1995.


CHRISTOPHER P. KELLEY, ESQUIRE

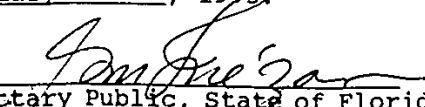
72 OL# K 400-11550-340-0

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Christopher P. Kelley, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 13 day of January, 1995.




Notary Public, State of Florida
OFFICIAL NOTARY
GESSIE M THEZAR, Esq. Large
COMMISSION NO. CC03516
MY COMMISSION EXPIRES 2 NOV. 1995

My commission expires:

FILED
95 JAN 17 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

Pursuant to Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That VALDES & VILLAVARDE, P.A., is qualified to do business under the laws of the State of Florida with its principal office at 11098 Biscayne Boulevard, Suite #205, Miami, Florida 33161, has appointed:

CHRISTOPHER P. KELLEY

as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.


CHRISTOPHER P. KELLEY, Registered Agent

P95000004919

CHRISTOPHER P. KELLEY
ATTORNEY AT LAW

TELEPHONE
(305) 893-6004
FACSIMILE
(305) 893-7666

11098 DISCAYNE BOULEVARD
SUITE 205
MIAMI, FLORIDA 33161

FILED
95 OCT 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 9, 1995

SECRETARY OF STATE
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

100001609361
-10/12/95--01075--014
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

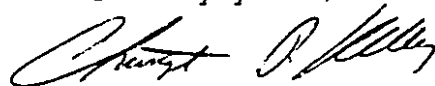
VALDES & VILLAVARDE, P.A.

Dear Sir or Madam:

Enclosed please find my operating account check in the amount of \$35.00, and Amended Articles of Incorporation, with a copy for the registration of the above Amendment.

Please call me should you have any questions.

Very truly yours,



Christopher P. Kelley, Esquire

Enclosures

N/C

1 108 OCT 17 1995

AMENDMENT TO ARTICLES OF INCORPORATION
OF
VALDES & VILLAYERDE, P.A.

FILED
95 OCT 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being the Vice-President of VALDES & VILLAYERDE, P.A., whose Articles of Incorporation were filed on January 17, 1995, under the name VALDES & VILLAYERDE, P.A., do now submit this Amendment to the original Articles of Incorporation in the following particulars:

AMENDMENT TO ARTICLE I OF THE ORIGINAL CERTIFICATE

Article I of the original Articles of Incorporation shall be amended to read as follows:

"The name of this corporation shall be VALDES, VILLAYERDE & GODFREY, P.A."

WITNESS my hand and seal this 21 day of September, 1995.

Toni L. Villaverde
Toni L. Villaverde, Vice-President

Olga V. Llanes



OLGA VLLANES
My Commission Expires Jul. 28, 1996
Bonded by HAI
800-422-1868

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY APPEARED before me TONI L. VILLAVARDE, as Vice-President of VALDES & VILLAVARDE, P.A., to me known as the person who subscribed and who executed the foregoing Amendment to the Articles of Incorporation, and caused the seal of said corporation to be attached hereto, and that she executed and subscribed to the same for the purposes therein expressed.

WITNESS my hand and seal this 28~~th~~ day of September, 1995.

Olga V. Llanes
Notary Public

My Commission Expires:



OLGA V. LLANES
My Commission 00001102
Expires Jul. 28, 1998
Bonded by HAI
800-422-1888

CERTIFICATE

I, the undersigned, being the Vice-President of VALDES & VILLAVARDE, P.A., do hereby certify that the foregoing Amendment to the Articles of Incorporation of VALDES & VILLAVARDE, P.A., was unanimously approved by the Board of Directors, proposed by them to the Members and unanimously approved at the annual meeting held September 21, 1995, at Coral Gables, Florida, all of the stock entitled to vote being represented at said meeting.

Toni L. Villaverde
TONI L. VILLAVARDE, Vice-President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Toni L. Villaverde, Vice-President of VALDES & VILLAVARDE, P.A., and she acknowledged before me that the foregoing Amendment to the Articles of Incorporation of said corporation is a true and correct copy of the Amendment which was unanimously approved by the Board of Directors of said corporation and proposed by them to the Members. She further acknowledged before me that she executed the foregoing Certificate for the purposes therein contained on behalf of said corporation.

WITNESS my hand and seal at Dade County, Florida, this 28th day of September, 1995.



OLGA VILLANES
My Commission Expires
Expires Jul. 26, 1995
Bonded by HAI
800-422-1888

Olga V. Villanes
Notary Public

My Commission Expires: