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Secretary of State
The Capital
Tallahassee, Florida

Myra Porter, Esq.
2151 S. Lo Juane Road
Suite 202
Coral Gables, Fla. 33134

Dear Secretary of State:

Please find enclosed my Articles of Incorporation and a check for \$122.50. This should cover the \$70.00 filing cost, as well as the \$52.20 charge for sending me a certified copy.

Sincerely,


Myra Porter, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MYRA PORTER, P.A.

The undersigned, for purposes of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE 1

The name and initial address of this corporation shall be Myra Porter, P.A., 2151 South Le Jeune Road, Suite 202, Coral Gables, Florida, 33134.

ARTICLE II

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

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

PREPARED BY:
MYRA PORTER, ESQ.
FLA. BAR No. 0001244

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The initial aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$0.10 per share.

ARTICLE V

The initial registered office of this corporation shall be 2151 South Le Jeune Road, Suite 202, Coral Gables, Florida, 33134 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MYRA PORTER.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The name and address of the person who is to serve as a member of the initial board of directors is :

MYRA PORTER, ESQ.

2151 South Le Jeune Road
Suite 202
Coral Gables, Florida 33134

ARTICLE VII

The name and address of the Incorporator is MYRA PORTER, 2151 South Le Jeune Road, Suite 202, Coral Gables, Florida, 33134.

ARTICLE VIII

A. The stock of this corporation may be issued, owned and registered only in the name of an individual or individuals who are fully authorized and licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice law in this State; or

- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of this Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the By-Laws of this corporation;

or

- (iii) suffers an execution to be levied upon his stock, or such is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a By-Law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all this stock .

C. The corporation's board of directors is specially authorized from time to time to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

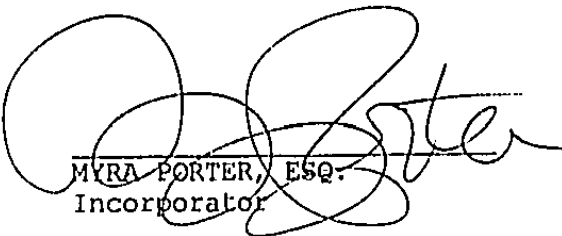
ARTICLE X

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XI

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 24th day of January, 1995.


MYRA PORTER, ESQ.
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 24th day of January, 1994, by Myra Porter, who is has produced an identification and did take an oath.

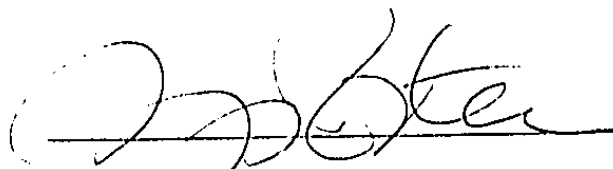
OFFICIAL NOTARY SEAL
MARGARITA BOUZA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470190
MY COMMISSION EXP. NOV. 20, 1997

Margarita Bouza
Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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95 JAN 31 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named the Registered Agent of MYRA PORTER, P.A., hereby accepts , such designation and is familiar with, and accepts, the obligations as provided in Section 607.0505 of the Florida General Corporation Act.



MYRA PORTER

Registered Agent

Dated: January 24th, 1995