

Law Office of
Robert Wayne
1885 South West 87th Avenue
Miami, Florida 33174

Robert Wayne
Ronald L. Magram

Phone: 305 261-9171

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P95000021524

March 13, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: R.L. Magram, P.A./ Articles of Incorporation

Dear Sirs,

Enclosed you will find the original and one copy of the Articles of Incorporation and Designation and Acceptance of Resident Agent for R.L. Magram, P.A. Please proceed to file same and return one copy to my office.

Enclosed is my Check in the amount of \$122.50 to cover the costs of the filing fees, the designation of resident agent and one certified copy of the articles.

Thank you for your assistance and attention to this matter.

Sincerely,


Ronald L. Magram, Esq.
RLM/bl

PLEASE MAIL ORIGINAL PAPERS TO:
8055 S.W. 99th Street
Miami, Florida 33174

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
R.L. MAGRAM, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED SUBSCRIBER, A NATURAL PERSON OVER THE AGE OF EIGHTEEN YEARS, COMPETENT TO CONTRACT AND AUTHORIZED TO PRACTICE LAW IN THE STATE OF FLORIDA AND TO RENDER SERVICES AS SUCH UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY PRESENT THESE ARTICLES OF INCORPORATION UNDER THE PROFESSIONAL SERVICES CORPORATION ACT, AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE ONE: NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE: R.L. MAGRAM, P.A.

ARTICLE TWO: BUSINESS PURPOSE

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THE CORPORATION IS:

1. TO ENGAGE IN THE PRACTICE OF LAW AND TO PROVIDE ALL LEGAL SERVICES AND OWN AND OPERATE A LAW OFFICE THROUGH PERSONS LICENSED TO PRACTICE LAW IN THE STATE OF FLORIDA, AND TO
2. ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND OF THESE UNITED STATES OF AMERICA.

ARTICLE THREE: STOCK

THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME SHALL BE FIVE HUNDRED SHARES OF COMMON STOCK. SAID COMMON STOCK SHALL HAVE A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

NONE OF THE SHARES OF THE CORPORATION STOCK MAY BE ISSUED TO ANYONE OTHER THAN AN INDIVIDUAL OR PROFESSIONAL CORPORATION DULY LICENSED TO CARRY ON AND CONDUCT THE PRACTICE OF LAW UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE FOUR: STOCK RESTRICTIONS

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BYLAWS OF THE CORPORATION AND/OR BY WRITTEN AGREEMENT AMONGST THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE(S) OF THE CORPORATION SO NAMED IN THESE ARTICLES.

THE BYLAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT ALL ELECTIONS OF THE CORPORATION.

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION TO RECEIVE THE BENEFITS THEREUNDER.

ARTICLE FIVE: CAPITALIZATION

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE SIX: EXISTENCE

THE EXISTENCE OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE SEVEN: ADDRESS, REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:
1225 S.W. 87TH AVENUE, MIAMI, FLORIDA 33174.

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
RONALD L. MAGRAM, 1225 S.W. 87TH AVENUE, MIAMI, FLORIDA 33174.

ARTICLE EIGHT: SHAREHOLDERS SHALL MANAGE

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE STOCKHOLDERS. THERE SHALL BE NO BOARD OF DIRECTORS.

A QUORUM FOR THE HOLDING OF A MEETING OF THE STOCKHOLDERS, AND FOR THE

TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE STOCKHOLDERS ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF.

HOWEVER, THE STOCKHOLDERS MAY, BY UNANIMOUS WRITTEN CONSENT INCLUDED IN THE MINUTE BOOKS OF THE CORPORATION, CONSENT TO THE DOING OF ANY ACT. SUCH WRITTEN AND FILED CONSENT SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH SAID CONSENT WAS COMPLETED AND AUTHORIZED AT A DULY CALLED FORMAL MEETING AT WHICH A QUORUM HAD BEEN PRESENT. ANY AND ALL OF THE DUTIES OF THE STOCKHOLDERS MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE: INCORPORATORS, SHAREHOLDERS

THE NAME(S) AND ADDRESS(ES) OF THE INITIAL INCORPORATORS/STOCKHOLDER(S) OF THE CORPORATION, THE NUMBER OF SHARES SUBSCRIBED TO AND THE SLATE OF CORPORATE OFFICERS IS/ARE:

<u>NAME/ADDRESS:</u>	<u>OFFICE:</u>	<u>NO. OF SHARES:</u>
RONALD L. MAGRAM 1225 S.W. 87TH AVENUE MIAMI, FLORIDA 33174	PRESIDENT	500

IN WITNESS WHEREOF, I/WE HAVE HEREUNTO SET OUR HAND(S) AND SEAL(S) THIS 10th

DAY OF MARCH, 1995.



RONALD L. MAGRAM

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE COUNTY AND STATE AFORESAID, TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED RONALD L. MAGRAM, TO ME PERSONALLY KNOWN TO BE THE PERSON(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND ACKNOWLEDGED BEFORE ME, UNDER OATH, THAT THEY EXECUTED THE SAME FOR THE PURPOSES THEREIN STATED.

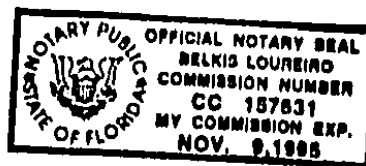
WITNESS MY HAND AND OFFICIAL SEAL, IN THE COUNTY AND STATE AFORESAID THIS 10th
DAY OF MARCH, 1995.

MY COMMISSION EXPIRES:

Belkis Loureiro
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

THIS INSTRUMENT PREPARED BY:

RONALD L. MAGRAM, ESQ.
1225 S.W. 87TH AVENUE
MIAMI, FLORIDA 33174
305-281-3171
ALM 0033741100.1



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

In compliance with Florida Statute Section 48.091, the following is submitted:

APPOINTMENT OF RESIDENT AGENT

That R.L. MAGRAM, P.A., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 1225 S.W. 87th Avenue, Miami, Florida 33174, has named RONALD L. MAGRAM, located at 1225 S.W. 87th Avenue, Miami, Florida 33174, as its Agent to accept service of process within the State of Florida.

Dated this 10th day of March, 1995.


President

ACCEPTANCE BY RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 10th day of March, 1995.


Resident Agent

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TALLAHASSEE, FLORIDA