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PAN AM.

Pan Am Corporation
2333 Ponce de Leon Boulevard
Panthouse 1111
Coral Gables, Florida 33134

Telephone: 305-441-1700
Facsimile: 305-445-5674

March 22, 1995

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

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****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Corporation for Sue M. Cobb, P.A. along with our check in the amount of \$122.50. Upon filing, please provide us with a certified copy of same.

Should you have any questions regarding this matter, please do not hesitate to contact me at (305) 441-1700. Your assistance in this matter is greatly appreciated.

Sincerely,



Patricia C. Puerto
Legal Assistant

PCP/me
Enclosures

FILED
95 MAR 27 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APL
3-30

ARTICLES OF INCORPORATION

OF

SUE M. COBB, P.A.

FILED
95 MAR 27 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SUE M. COBB, P.A. (hereinafter called the "Corporation")

ARTICLE II

The address of the principal office and the mailing address is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134.

ARTICLE III

This Corporation is organized to engage in the practice of law and is governed by Florida Statute §621.

ARTICLE IV

The aggregate number of shares which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V

The address, including street and number of the initial registered office of the corporation is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134 and the name of the initial registered agent at such address is Andrew R. Weston.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's

director until a successor successors are duly elected and qualified is:

Sue M. Cobb, President
2333 Ponce de Leon Boulevard, PH 1111
Coral Gables, Florida 33134

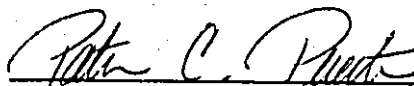
ARTICLE VII

The name of the Incorporator is Patricia C. Puerto and the address of the Incorporator is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Professional Service Corporations Act of the State of Florida has signed these Articles of Incorporation this 22 day of March, 1995.

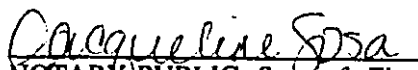


PATRICIA C. PUERTO - INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PATRICIA C. PUERTO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 22 day of March, 1995.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



JACQUELINE SOSA
My Commission CC374573
Expires May. 22, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SUE M. COBB, P.A.
hereby accepts such designation and is familiar with, and accepts, the obligations of such
position, as provided in Florida Statutes §607.0505.



ANDREW R. WESTON, Registered Agent

Dated: March 22, 1995.

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TALLAHASSEE, FLORIDA