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Requestor's Name
5849 W. Flagler St.

Address
Miami FL 33144

City State ZIP Phone
261-325 A

VALIDATION ONLY

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CORPORATION(S) NAME

NICOLAS G. SAKELLIS, P.A.

FILED
1995 JUN 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EMPIRE Toll Free: 1-800-432-3028

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Kacie
AUTHORIZATION BY PHONE TO
CURRENT P.O.
DATE 6-12-95
COD. E&A 75

ARTICLES OF INCORPORATION

of

NICOLAS G. SAKELLIS, P.A.

FILED
1965 JUN 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLA.

This is to certify that I, the undersigned, being over the age of twenty-one years, and being duly licensed by the Supreme Court of the State of Florida and admitted to the Florida Bar to practice law in the State of Florida, do make and acknowledge these Articles of Incorporation for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes. To that end, I do hereby execute these Articles of Incorporation as follows:

ARTICLE I

Name of Corporation

The name of this corporation shall be NICOLAS G. SAKELLIS, P.A.

ARTICLE II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in the practice of law as a professional service corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within

the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

Duration

The corporation shall have perpetual existence.

ARTICLE V

Registered Agent

PRINCIPAL OFFICE

The address of this corporation's initial registered office is 300 Aragon Avenue, Suite 375, Coral Gables, Florida 33134 and the name

of its initial registered agent at said address is NICOLAS G. SAKELLIS.

ARTICLE VI

Incorporator

The names and addresses of the Incorporator is NICOLAS G. SAKELLIS, 300 Aragon Avenue, Suite 375, Coral Gables, Florida 33134, and the name of the initial registered agent for this corporation at said address is NICOLAS G. SAKELLIS.

ARTICLE VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation is NICOLAS G. SAKELLIS, 300 Aragon Avenue, Suite 375, Coral Gables, Florida 33134.

ARTICLE VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

Severance and Termination of Employment

If any officers, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional

services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

Restriction and Alienation of Stock

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and conduct of the affairs of the corporation.

a. Any stockholder shall have the right and power without the consent of the other stockholders of the corporation to substitute for himself or themselves in the corporation other persons, whether they are stockholders or not, so long as the corporation or the then existing stockholders are first offered such stock. This does not

limit the right of any stockholders of the corporation as a group for the sale of his stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated and if such a sale cannot be consummated, then,

b. The party desiring to sell all or part of his stock shall serve a notice upon all other stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of such of his stock, stating the number of shares to be sold, the name and address of the person desiring to purchase same, and the sales price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

c. For a period of thirty (30) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered. If the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholders may exercise the option individually, or if more than one, then on an equally proportionate basis within thirty (30) days after the termination of the corporation's option to redeem.

d. In the event that neither the corporation nor the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein, the offering stockholders shall be

free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price upon the terms and conditions set forth in the offer; PROVIDED HOWEVER, that such disposition must be made within thirty (30) days following the termination of the stockholder's offer.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 6th day of June, 1995.



NICOLAS G. SAKELLIS
Incorporator



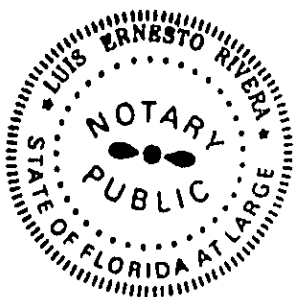
NICOLAS G. SAKELLIS
Registered Agent

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared NICOLAS G. SAKELLIS, who is personally known to me and who executed the

foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State named above, this 6th day of June, 1995.



Luis E. Rivera

Notary Public
State of Florida
COMMISSION # CC147492
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPI. OCT. 25, 1995
BONDED THRU GENERAL INS. UND.

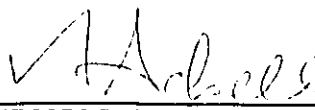
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM SERVICE MAY BE SERVED**

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

That NICOLAS G. SAKELLIS, P.A., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named NICOLAS G. SAKELLIS, located at 300 Aragon Avenue, Suite 375, Coral Gables, Florida 33134, as its Agent to accept service of process within Florida.

Dated this 6th day of June, 1995.

NICOLAS G. SAKELLIS, P.A.



NICOLAS G. SAKELLIS
Director

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1995 JUN 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 6th day of June, 1995.



NICOLAS G. SAKELLIS