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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000

REFERENCE : 622924 8589A
Patricia Pizots

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1995

ORDER TIME : 11:01 AM

ORDER NO. : 622924

100001517801

CUSTOMER NO: 8589A

CUSTOMER: Carole J. Reich, Legal Asst
COHEN CHASE HOFFMAN &
TRAUTMAN, P.A.
Suite 600
9400 S. Dadeland Blvd.
Miami, FL 33156

DOMESTIC FILING

NAME: MARC W. MORRIS, P.A.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: T. BROWN JUN 20 1995

FILED
95 JUN 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
MARC W. MORRIS, P.A.

FILED
95 JUN 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this corporation shall be MARC W. MORRIS, P.A., and the initial address of this corporation shall be 1 N.E. 2nd Avenue, Suite 200, Miami, Florida 33132.

ARTICLE II

This corporation shall be effective as of June 19, 1995 and shall exist perpetually thereafter 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.

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 aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The initial registered office of this corporation shall be at 9400 South Dadeland Boulevard, Suite 600, Miami, Florida 33156, 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 ALAN R. CHASE.

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 names and addresses of the persons who are to serve as members of the initial board of directors are:

MARC W. MORRIS
1 N.E. 2nd Avenue
Suite 200
Miami, Florida 33132

ALAN R. CHASE
9400 South Dadeland Boulevard
Suite 600
Miami, Florida 33156

ARTICLE VII

The name and address of the incorporator is ALAN R. CHASE, 9400 South Dadeland Bank, Suite 600, Miami, Florida 33156.

ARTICLE VIII

A. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly 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 these 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 stock 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 stockholder 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.

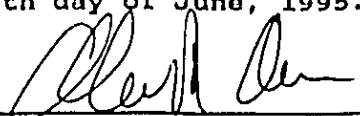
B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other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

C. The corporation's board of directors is specifically 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 in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his 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.

Executed by the undersigned on the 19th day of June, 1995.



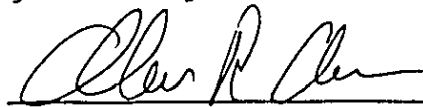
ALAN R. CHASE
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that MARC W. MORRIS, P.A., desiring to organize under the laws of the State of Florida, has named ALAN R. CHASE, 9400 South Dadeland Bank, Suite 600, Miami, Florida 33156, County of Dade, State of Florida, as its statutory registered agent.

Having been named as Registered Agent and to accept service of process for the above stated 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 obligation of my position as registered agent.



ALAN R. CHASE
Registered Agent

DATED: this 19th day of
June, 1995.

FILED
95 JUN 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA