

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

Robert M. McClaskey, Jr., CPA
Ariel E. Farr, LL.M.

1550 Madruga Avenue
Suite 120
Coral Gables, Florida 33146

Area Code 305
661-4600
Key West
203-0160

FAX
203-0166

Paralegals
Lucy F. Gutierrez, CLA
Aileen Conklin

A Partnership of
Professional Associations

P95000055354

July 12, 1995

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation
McClaskey & Farr, P.A.

EFFECTIVE DATE
7-7-95

Dear Sir or Madam:

Enclosed please find an original and a copy of the above-referenced
for McClaskey & Farr, P.A. and a check in the amount of \$122.50.

Please return a certified copy of the Articles to our office in the
enclosed Airborne Express envelope. If you have any questions,
please call our office. Thank you.

Very truly yours,

McCLASKEY & FARR

M. Quintana

MIRIAM QUINTANA, Secretary to
ROBERT M. McCLASKEY, JR.

/mq
Enclosures

Robert McClaskey, Jr. GAVE

AUTHORIZATION BY PHONE TO

CORRECT *P.A. Purpose*

DATE *7/18/95*

DOC EXAM *Chris Brown*

FILED
JUL 14 1995
TALLAHASSEE, FLORIDA

300001538013
-07/14/95--01046--006
****122.50 ****122.50

D. BROWN JUL 18 1995

EFFECTIVE DATE
7-7-95

ARTICLES OF INCORPORATION

FILED
95 JUL 14 AM 11:46
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is McClASKEY & FARR, P.A. The effective date shall be Friday, July 7, 1995.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida. This Professional Association will be conducting the practice of law in the State of Florida and all share holders must be members of the Florida Bar.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

ARTICLE V

The street address of the initial registered office of the corporation is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 and the initial registered

agent of the corporation at that address is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

The corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his/her/their successor(s) is/are elected and qualified is/are:

DIRECTOR	ADDRESS
Robert M. McClaskey, Jr.	1550 Madruga Avenue Suite 120 Coral Gables, Florida 33146
Neal E. Farr	1550 Madruga Avenue Suite 120 Coral Gables, Florida 33146

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The name and address of the person signing these Articles is:

Robert M. McClaskey, Jr.
1550 Madruga Avenue, Suite 120
Coral Gables, Florida 33146

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 11th day of July, 1995.


ROBERT M. McCLASKEY, JR.

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

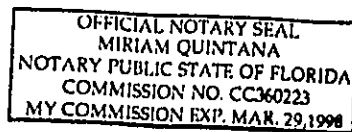
BEFORE ME, the undersigned authority, personally appeared ROBERT M. McCLASKEY, JR., to me known to be the person who subscribed to the foregoing Articles of Incorporation of McCLASKEY & FARR, P.A. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 11th day of July, 1995.


NOTARY PUBLIC

MIRIAM QUINTANA

S E A L



My Commission Expires:

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

P95000055354

July 12, 1995

VIA AIRBORNE EXPRESS

Robert M. McClaskey, Jr., CPA
Neal E. Farr, LL.M.

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, FL 32301

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M. Quintana

MIRIAM QUINTANA, Secretary to
ROBERT M. McCLASKEY, JR.

/mq
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Robert McClaskey, Jr. GAVE

AUTHORIZATION BY PHONE TO

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DATE *7/18/95*
DOC EXAM *Chris Brown*

A Partnership of
Professional Associations

B. BROWN JUL 18 1995

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7-7-95

ARTICLES OF INCORPORATION

FILED
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SEC. OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

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ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

ARTICLE V

The street address of the initial registered office of the corporation is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 and the initial registered

agent of the corporation at that address is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

The corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his/her/their successor(s) is/are elected and qualified is/are:

DIRECTOR	ADDRESS
Robert M. McClaskey, Jr.	1550 Madruga Avenue Suite 120 Coral Gables, Florida 33146
Neal E. Farr	1550 Madruga Avenue Suite 120 Coral Gables, Florida 33146

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The name and address of the person signing these Articles is:

Robert M. McClaskey, Jr.
1550 Madruga Avenue, Suite 120
Coral Gables, Florida 33146

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 11th day of July, 1995.


ROBERT M. McCLASKEY, JR.

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

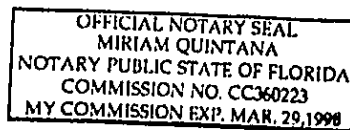
BEFORE ME, the undersigned authority, personally appeared ROBERT M. McCLASKEY, JR., to me known to be the person who subscribed to the foregoing Articles of Incorporation of McCLASKEY & FARR, P.A. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 11th day of July, 1995.


NOTARY PUBLIC

MIRIAM QUINTANA

S E A L



My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND
REGISTERED OFFICE**

FILED
95 JUL 14 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

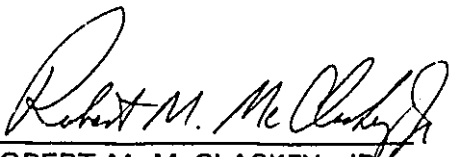
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

McCLASKEY & FARR, P.A. desiring to organize under the laws of the State of Florida, hereby designates ROBERT M. McCLASKEY, JR. as its registered agent and 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


ROBERT M. McCLASKEY, JR.

WP51\CORP\M&FPA.ART

P95000055354

McClaskey & Associates

ATTORNEYS AND COUNSELORS AT LAW

January 10, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

100002059591--3
-01/16/97--01003--011
*****87.50 *****87.50

Re: **MC CLASKEY & FARR, P.A.**
Articles of Dissolution

Gentlemen:

Enclosed are duplicate copies of Articles of Dissolution for the above captioned corporation. Also enclosed is the corporation's check in the amount of \$ 87.50 payable to the Secretary of State and representing the following:

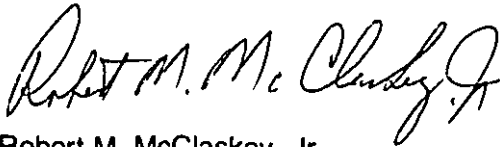
\$35.00 - filing fee; and

\$52.50 - Certified copy fee.

Please return the enclosed copy of the Articles of Dissolution certified by the Secretary of State to the undersigned at the above address.

Very truly yours,

ROBERT M. MC CLASKEY, JR., P.A.



Robert M. McClaskey, Jr.
RMM:mlc
Enc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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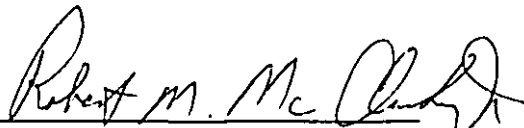
**ARTICLES OF DISSOLUTION
OF
McCLASKEY & FARR, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 15 PM 2:15

I, ROBERT M. MC CLASKEY, JR., the Incorporator of McClaskey & Farr, P.A., hereby files these Articles of Dissolution and states as follows:

1. The name of the Corporation is: **McCLASKEY & FARR, P.A.**
2. The Articles of Incorporation were filed July 14, 1995.
3. That none of the Corporation's shares have been issued.
4. That the Corporation does not have any unpaid debts.
5. That the dissolution has been authorized by a majority of the incorporators.

Dated: 12/31/96


ROBERT M. McCLASKEY, JR., Incorporator

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

Robert M. McClaskey, Jr., CPA
Neal E. Farr, LL.M.

1550 Madruga Avenue
Suite 120
Coral Gables, Florida 33146

Area Code 305
661-1600

Key West
203-0160

Fax
203-0186

Paralegals
Lucy F. Gutierrez, CLA
Aileen Conklin

A Partnership of
Professional Associations

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July 12, 1995

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MIRIAM QUINTANA, Secretary to
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STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

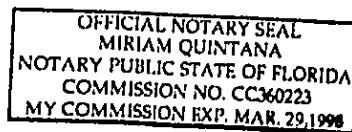
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NOTARY PUBLIC

MIRIAM QUINTANA

S E A L



My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT

AND

REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

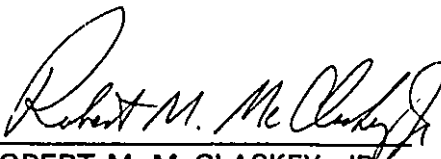
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\\WP51\\CORP\\M&FPA.ART

P95000055354

McClaskey & Associates

ATTORNEYS AND COUNSELORS AT LAW

January 10, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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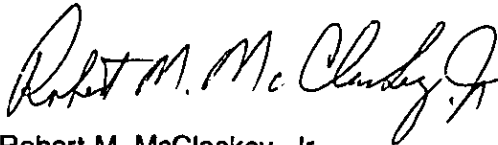
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Robert M. McClaskey, Jr.
RMM:mlc
Enc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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JAN 22 1997

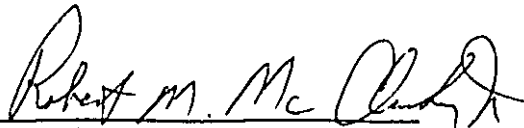
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Dated: 12/31/96


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