



1200 HICKS STREET
ROOM 3 BOB
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95 JUL 18 1995

AUTHENTICATION :

NOT LIMITED :

ENTER DATE : July 17, 1995

ENTER TIME : 10:10 AM

ORDER NO. : 1995

CUSTOMER NO. : 000010

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-07/18/95--01070-0017
*****70.00 *****70.00

UNIT NAME: Mr. Jonathan Ferguson, President
PRINTER/LEGAL/LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd. #1912
Miami, FL 33131

COMPETITIVE FILING

NAME: TOTALRECOVERY OF MIAMI, INC.

X ARTICLES OF INCORPORATION
X CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
X PLAIN STAMPED COPY
X CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUL 18 1995

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ARTICLES OF INCORPORATION
OF
TOTALRECOVERY OF MIAMI, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The corporate name for the corporation (hereinafter called the "Corporation") is TOTALRECOVERY OF MIAMI, INC.

SECOND. The street address, wherever located, of the principal office of the Corporation is 100 Southeast Second Street, 3800 International Place, Miami, Florida 33131.

The mailing address, wherever located, of the Corporation is 100 Southeast Second Street, 3800 International Place, Miami, Florida 33131.

THIRD. The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each and are of the same class and are common shares.

FOURTH. The street address of the initial registered office of the Corporation in the State of Florida is c/o Wilson, Elser, Moskowitz, Edelman & Dicker, 100 Southeast Second Street, 3800 International Place, Miami, Florida, 33131. The name of the initial registered agent of the Corporation at said registered office is James M. Kaplan.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH. The name and the address of the incorporator are:

NAME

James M. Kaplan

ADDRESS

Wilson, Elser, Moskowitz,
Edelman & Dicker
100 Southeast Second Street
3800 International Place
Miami, Florida 33131

SIXTH. No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH. The purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH. The duration of the Corporation shall be perpetual.

NINTH. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on July 17th, 1995.


JAMES M. KAPLAN, INCORPORATOR

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JAMES M. KAPLAN

Dated: July 17th, 1995

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95 JUL 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA