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ALAYON & PERLMAN, P.A.
2450 S.W. 137th Avenue
Suite 229
Miami, Florida 33175
Telephone: (305) 221-2110
Facsimile: (305) 221-5321

95 JUL 24 PM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 21, 1995

VIA FEDERAL EXPRESS
ITEM # 6423749253

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TALLAHASSEE, FLORIDA
FBI

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: ALAYON & PERLMAN, P.A.

Dear Sir or Madam:

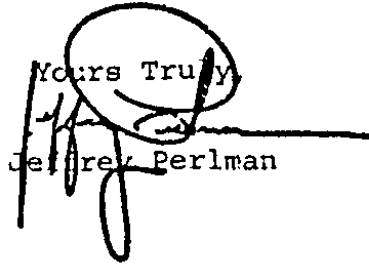
Enclosed please find an original and one copy of Articles of Incorporation of Alayon & Perlman, P.A.

Also enclosed is a check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.

*PAID
7-25-95*

Yours Truly

Jeffrey Perlman

Enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Alayon & Perlman, P.A.

The undersigned, acting as incorporator, signs and adopts the following Articles of Incorporation for the purpose of forming a corporation under the Professional Service Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Alayon & Perlman, P.A.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation is formed for the purpose of engaging in the business of providing legal services through attorneys licensed to practice law in the State of Florida and all related services, and in all businesses incidental thereto and may engage in any activity or business permitted under the Florida Professional Service Corporation Act. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of

such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 2450 S.W. 137th Avenue, Suite 229, Miami, Florida 33175, and the initial registered agent of the corporation at that address shall be Jeffrey C. Perlman.

ARTICLE VI

The principal office and mailing address of the registered office of the corporation shall be 2450 S.W. 137th Avenue, Suite 229, Miami, Florida 33175.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his

successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Perlman	2450 S.W. 137 Avenue Suite 229 Miami, FL 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Perlman	2450 S.W. 137th Avenue Suite 229 Miami, FL 33175

Executed at Miami, Florida on July 18, 1995.

Incorporator



Jeffrey C. Perlman

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of _____ 1995 by Jeffrey C. Perlman, a resident of the State of

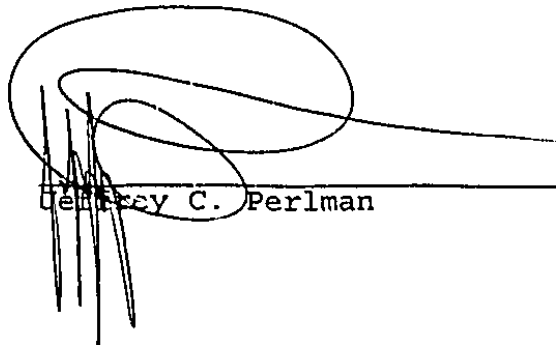
Florida, residing at 2450 S.W. 137th Avenue, Suite 229, Miami,
Florida 33175, ___ who is personally known to me or ___ who has
produced _____ as identification.

Print Name: _____
Notary Public
State of Florida at Large

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Alayon &
Perlman, P.A., in the foregoing Articles of Incorporation, the
undersigned accepts such appointment, agrees to act in such
capacity, and accepts the obligations imposed by the Florida
Statutes.



Jeffrey C. Perlman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALAYON & PERLMAN, P.A., a FL Corp., #p95000057426

INTO

ALAYON & ASSOCIATES, P.A., a Florida corporation, P95000019396.

File date: September 15, 1995

Corporate Specialist: Susan Payne