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July 28, 1995

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Express Mail:
409 E. Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Business and Professional Ethics Associates, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25 made payable to "Division of Corporations".

My return address is:

Anita Cava
915 Placetas Avenue
Coral Gables, Fla. 33146
(305) 661-4395

Thank you very much.

Sincerely,

Anita Cava
Anita Cava

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SDS

**ARTICLES OF INCORPORATION
OF
BUSINESS AND PROFESSIONAL ETHICS ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this Corporation shall be **Business and Professional Ethics Associates, Inc.**

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Michael K. Northrop, Esquire.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

ANITA CAVA
915 Placetas Avenue
Miami, Florida 33146

KENNETH GOODMAN
608 Altara Avenue
Miami, Florida 33146

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

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

Anita Cava
915 Placetas Avenue
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27th day of July, 1995.



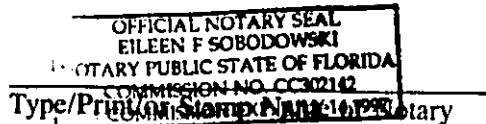
Anita Cava, Subscriber

STATE OF FLORIDA §
 §
COUNTY OF DADE §

BEFORE ME, personally appeared ANITA CAVA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 28th day of July, 1995.

Eileen F. Sobodowski
Notary Public, State of Florida



My Commission Expires:

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael K. Northrop, hereby accepts appointment as the Resident Agent for **Business and Professional Ethics Associates, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 28th day of July, 1995

Michael K Northrop
Michael K. Northrop

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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