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John H. Test
(1984 - 1985)

August 10, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

UPS OVERNIGHT

Re: Jacobson & Stern, P.A.

700001558397
-08/11/95--01043--011
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed for filing with the State the articles of incorporation for the above captioned. Enclosed is a firm's check in the amount of \$122.50 for the filing fee. A copy of the articles also enclosed to be stamped with the filing date and mailed to our office via UPS overnight, in the envelope provided.


Should you have any questions, please do not hesitate to contact our office.

Very sincerely yours,



Anabelle Tuchman
Secretary to
Sandra L. Test

:at
Encl.

8/14/95


ARTICLES OF INCORPORATION
OF
JACOBSON & STERN, P.A.

The undersigned, desiring to organize a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I -- NAME

The name of this corporation shall be and is:
JACOBSON & STERN, P.A.

ARTICLE II -- PURPOSE

The purpose for which this corporation is organized is to engage in the practice of accounting.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is Fifty (50) shares of common stock, having no par value.

ARTICLE IV -- DURATION

This Corporation shall have perpetual existence commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation and the name of the initial registered agent are designated and located at:

Sandra L. Test
of the Law Offices of
JOHN H. TEST, P.A.
9400 South Dadeland Blvd., Suite 300
Miami, Florida 33156

ARTICLE VI -- PRINCIPAL PLACE OF BUSINESS

The Principal place of business for the Corporation is:

3211 Ponce de Leon Blvd., Ste. 305, Miami, Florida 33134

ARTICLE VII -- DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII -- INITIAL DIRECTORS

The names and street addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Louis Jacobson	3211 Ponce de Leon Blvd. Ste. 305 Coral Gables, FL 33134
Ronald K. Stern	7250 SW 142 Terrace Miami, FL 33158

Said Directors are of full adult age and are citizens of the United States of America. The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Stockholders, or until their successors are elected.

ARTICLE IX - OFFICERS

A. The affairs of this Corporation shall be managed by Officers elected by the Board of Directors at its Annual Meeting. The Officers shall serve until the next Annual Meeting of the Board of Directors unless removed earlier in accordance with the By-Laws.

B. The names of the Officers who shall serve until the election at the organizational meeting after these Articles are approved are:

RONALD K. STERN	President
LOUIS JACOBSON	Secretary/Treasurer

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: RONALD K. STERN, 7250 SW 142 Terrace, Miami, Florida 33158.

ARTICLE XI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE XII -- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of July, 1995.

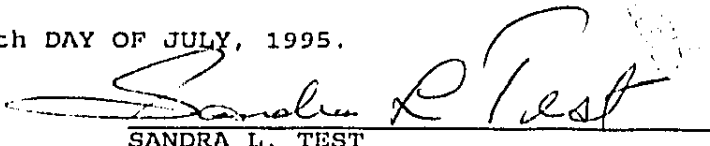


RONALD K. STERN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

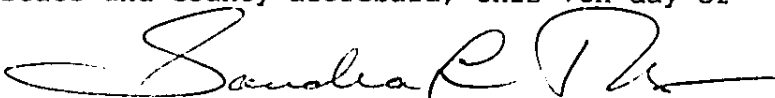
DATED THIS 7th DAY OF JULY, 1995.


SANDRA L. TEST

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared RONALD K. STERN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of JACOBSON & STERN, P.A., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of July, 1995.


Notary Public, State of Florida
at Large
My Commission Expires:

