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ALBORNOS, SEGREDO & ROBINSON
ATTORNEYS AT LAW

WILLIAM H. ALBORNOS
PRINCIPAL MEMBER
RAYMOND L. HERNANDEZ, P.A.
ANTONIO A. PERAZA, P.A.
MERLE D. HERNANDEZ, P.A.

THOMAS J. KELLEY
MICHAEL D. GOSWAMI
JILL COLEMAN

PHONE 701
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LOCAL 444-1741
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FAX (504) 444-7017

EFFECTIVE DATE
8/30/95

August 31, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

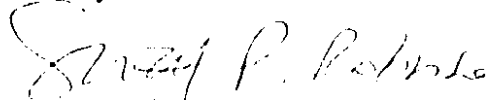
SEPTEMBER 1 1995
09/01/95--01095--017
****122.50 ****122.50

Re: Articles of Incorporation: Merl & Davis, P.A.

Dear Sir/madam:

Enclosed please find Articles of Incorporation for Merl & Davis along with our check in the amount of \$122.50.

Sincerely,



Suzy P. Robinson
Office Manager
enclosure

SAS
9/8/95

EFFECTIVE DATE
8/30/95

ARTICLES OF INCORPORATION
of
MERL & DAVIS, P.A.

I, the undersigned subscriber to these Articles of Incorporation, an attorney duly licensed to render services as such under the Laws of the State of Florida, hereby present these Articles for the formation of a Corporation pursuant to the Professional Service Corporation Act, Fla. Stats. §621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: MERL & DAVIS, P.A.

ARTICLE II - NATURE OF THE BUSINESS

The general nature of the business to be transacted by the Corporation is:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, including but not limited to the practice of law; but such professional services shall be rendered only through officers, employees and agents who are duly licensed to practice law or are otherwise legally authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or other types of investment, and to own real and personal property necessary for the rendering of such professional services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, or the obtaining of any of the objects, or the furtherance of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for the

protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms and individuals, to carry on any lawful pursuant necessary or incidental to the accomplishment of the purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be otherwise than as permitted by law.

ARTICLE III - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock of One Dollars (\$1.00) par value. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is in excess of \$500.00.

ARTICLE V - TERM OF EXISTENCE

The corporation is to exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial Post Office address of the principal office of the Corporation in the State of Florida is: 44 West Flagler St., Suite 2200, Miami, Florida 33130. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The initial Registered Agent of the Corporation at that address is: Daryl L. Merl.

ARTICLE VIII - DIRECTORS

The business of the Corporation shall be managed by the Board of Directors. The Directors constituted in the entire Board shall not be less than one (1); and subject to such minimum may be increased or thereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Daryl L. Merl	44 W. Flagler St., Suite 2200 Miami, Fl 33130

ARTICLE X - SUBSCRIBERS

The name and street address of the person signing the Articles of Incorporation as Subscriber, who is an attorney, duly licensed under the Laws of the State of Florida, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefore is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Daryl L. Merl	44 W. Flagler St. Suite 2200 Miami, Fl 33130	500

ARTICLE XI - VOTING TRUSTS

No shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of this shares.

ARTICLE XII - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he may seem fit.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XIV - REMOVAL OF DIRECTORS

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

ARTICLE XV - RESTRAINT ON ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall be legally disqualified to practice law in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such

shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XVI-ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the Laws of State of Florida and of purposes and objects hereinabove stated , the cooperation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.

2. To deny the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new shares or any type of shares of the corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE XVII-AMENDMENT

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 at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and all shareholders sign a written statement manifesting their intention that

a certain amendment to these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

Daryl L. Merl

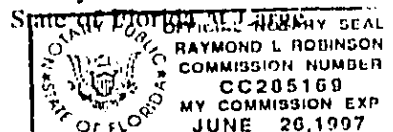
STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared Daryl L. Merl, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that he made and subscribed the same for purposes therein mentioned and set forth.

WITNESS my hand and official seal at said County and State this 27th day of August, 1995.

Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

THAT MERL & DAVIS, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS 44 W. Flagler St., Suite 2200, Miami, Fl 33130, HAS NAMED Daryl L. Merl LOCATED AT 44 W. Flagler St., Suite 2200, Miami, Fl 33130, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Signature Daryl L. Merl

Daryl L. Merl

Dated 8-30-95

ACCEPTANCE AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature 

Daryl L. Merl

Title: Registered Agent

Dated 6/20/97

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