

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN - 2 PM 12:35

AL JAN - 2 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/2/96		
TIME	11:00		CK No.
BY	CD		

WALK-IN
 Will Pick Up _____

RE: Modesto Abela Inc. P.A.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate KII	000001675220	
Vehicle Search	-01/02/96--01052--002	
Driving Record	****122.00 ****122.00	
Document Retrieval		
UCC 1 or 3 File	000001675220	
UCC 11 Search	-01/02/96--01052--003	
UCC 11 Retrieval	*****0.50 *****0.50	
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
MODESTO ABELAIRAS P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 PM 12:35

The undersigned subscriber to these Articles Of Incorporation, a natural person competent to contract and admitted to practice law as attorney under the laws of the State of Florida do hereby form a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

THE NAME OF THIS CORPORATION SHALL BE:
MODESTO ABELAIRAS P.A.

ARTICLE II
NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional legal services to the general public and to do all things in connection there with that are customarily done by a licensed legal practitioner under the Laws of the State of Florida, and, in accordance with "The Professional Service Corporation Act" of Florida. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and may own real; or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE III
SHARES OF STOCK

The capital stock of this corporation shall be 10,000 shares at \$0.01 par value common stock.

All of said stock shall be payable in cash, or property other than stock for security, in lieu of cash, at a just valuation determined by the Board of Directors of this corporation.

ARTICLE IV
DURATION

The corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V
REGISTERED OFFICE AND AGENTS

The principle office of this corporation shall be located at 17200 N.W. 56 Avenue, Miami, Dade County, Florida, 33055, with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

by its Board of Directors.

ARTICLE VI
REGISTERED AGENT

The initial registered office of this corporation shall be at 17200 N.W. 56 Avenue, Miami, Dade County, Florida, 33055. The initial registered agent at such address shall be Modesto Abelairas.

ARTICLE VII
DIRECTORS

This corporation shall, at all times, have at least one (1) and not more than three (3) directors who shall conduct the business of the corporation as a Board of Directors. The stockholders of this corporation, may from time to time, and at any time, increase or decrease the size of the Board of the corporation.

ARTICLE VIII
INITIAL DIRECTORS

The name and addresses of the members of the first board of Directors who shall hold office are:

Modesto Abelairas- President
Modesto Abelairas- V. President
Modesto Abelairas- Treasurer
Modesto Abelairas- Secretary

ARTICLE IX
INCORPORATORS

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

Modesto Abelairas-17200 N.W. 56 Avenue, Miami, Dade County,
Florida 33055

ARTICLE X
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 stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI
LIMITATION OF CORPORATE STOCK

1. No one other than an individual who is duly licensed as attorney under the laws of the State of Florida may own any

vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the corporation may sell or transfer his stock in this corporation 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 shareholder's meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholder's, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposed to sell or transfer his shares may not be voted or counted for any purposes at said meeting.

ARTICLE XII REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the power so the corporation, and the shareholder:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time or from time to time, by the shareholders, unless otherwise provided by the Laws of Florida.

B. No contract or other transaction between the corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is by the shareholder. Such common or interested shareholder may be counted in determining the presence of a quorum at a meeting of the

shareholders which authorizes, approves or ratifies such contract or transaction.

C. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen, or destroyed and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

D. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry on its part the terms of any such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

E. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribe by statute, and all rights conferred upon shareholders herein as granted subject to this reservation.

ARTICLE XIII

PREEMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purposes of forming a professional service corporation to do business in the State of Florida under the laws of the State of Florida, do hereby make and file these Articles of Incorporation and do hereby declare and certify that the facts herein stated are true, and do hereunto

Set my hand and seal this 2 day of JANUARY, 1996.

Modesto Abelairas
MODESTO ABELAIRAS, Esq.

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Modesto Abelairas, Esq., well known to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

—SWORN TO AND SUBSCRIBED before me, this 2nd day of JANUARY, 1996.

David L. Ows
NOTARY PUBLIC, State of Florida
at large.

My commission expires:

EXPIRES: _____
BY: _____
RENEWAL: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS

STATE NAMING PERSON UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That Modesto Abelairas, Esq., whose address is located at 17200 N.W. 56 Avenue, Miami, Dade County, Florida, 33055, will accept service of process within the State.

ACKNOWLEDGEMENTS

Having been named to accept service or process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 2 day of JANUARY, 1946.

Modesto Abelairas
MODESTO ABELAIRAS, Esq., Registered Agent

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN -2 PM 12:36