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ACCOUNT NO. : 0721000002

REFERENCE : 791943 4306424

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : January 4, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 791943

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CUSTOMER NO: 4306424

CUSTOMER: Janet Perez, Legal Assistant
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

EFFECTIVE DATE
JAN - 1 1996

DOMESTIC FILING

NAME: TROY D. FERGUSON, P.A.

** EFFECTIVE DATE, JANUARY 1, 1996. **

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

T. BROWN JAN - 5 1996

RECEIVED
96 JAN - 4 AM 11: 55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JAN - 4 AM 10: 32
FILED

EFFECTIVE DATE
JAN - 1 1996

FILED
96 JAN -4 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TROY D. FERGUSON, P.A.

The undersigned incorporator to these Articles of Incorporation, an attorney duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Troy D. Ferguson, P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is First Union Financial Center, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the practice of law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND

INITIAL REGISTERED OFFICE

The Initial Registered Agent and the street address of the Initial Registered office of this Corporation shall be:

Troy D. Ferguson
First Union Financial Center
200 South Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Troy D. Ferguson
First Union Financial Center
200 South Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

ARTICLE VII - CORPORATION'S EFFECTIVE DATE


This Corporation's existence shall become effective as of January 1, 1996.

ARTICLE VIII - INCORPORATOR

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

Troy D. Ferguson
First Union Financial Center
200 South Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation this 1st day of January, 1996.



Troy D. Ferguson
Incorporator and Registered Agent

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 JAN -4 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

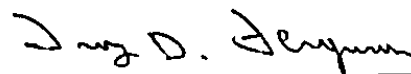
WITNESSETH:

That Troy D. Ferguson, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Troy D. Ferguson, located at First Union Financial Center, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 1st day of January, 1996.



Troy D. Ferguson, Incorporator and Registered Agent