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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 1996

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

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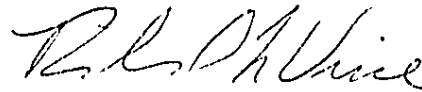
Re: Articles of Incorporation for Richard S. Levine, Esq.,
P.A.

Dear Division of Corporations:

Please file the enclosed Articles of Incorporation for Richard S. Levine, Esq., P.A. A check in the amount of Seventy Dollars (\$70.00) is enclosed for payment of the filing fee. Please send the stamped Articles to the Registered Agent of the corporation.

Thank you very much for your help in this matter. Best wishes for the holidays.

Very truly yours,



Richard S. Levine

KARP & GENAUER

INCORPORATION & CORPORATE
COUNSEL
TALLAHASSEE, FLORIDA
32314
TEL: (904) 244-1111
FAX: (904) 244-1112

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD S. LEVINE, ESQ., P.A.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Richard S. Levine, Esq., P.A.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is 18151 N.E. 31st Court, Suite 709, Miami, Florida 33160.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Richard S. Levine. The street address of the initial registered office of the corporation in the State of Florida is 18151 N.E. 31st Court, Suite 709, Miami, Florida 33160.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name of the initial director is Richard S. Levine, and his address is 18151 N.E. 31st Court, Suite 709, Miami, Florida 33160.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Richard S. Levine, 18151 N.E. 31st Court, Suite 709, Miami, Florida 33160.

ARTICLE IX

BYLAWS

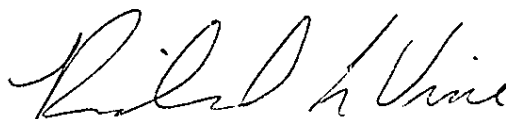
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of January, 1996.



Richard S. Levine

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgements, Richard S. Levine, who is personally known to me, and who acknowledged before me that he executed the above Articles of Incorporation as Incorporator of Richard S. Levine, Esq., P.A.

WITNESS my hand and seal this 2nd day of January, 1996.

Ann H. Lambert
Notary Public

Name: Ann H. Lambert

My Commission Expires: Aug. 23, 1997




CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

FILED

96 JAN -4 PM 1:32

Richard S. Levine, Esq., P.A., a Florida corporation, to organize as a corporation, pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the County of Dade, State of Florida, has named Richard S. Levine, located at 18151 N.E. 31st Court, Suite 709, Miami, Florida 33160, as its registered agent within the State.

Having been named registered agent for the above stated corporation at the place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.


Richard S. Levine

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