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JOSEPH K. SINGER, P. A.
ATTORNEY AT LAW
UNIVERSITY PARK - SUITE 114
201 NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

JOSEPH K. SINGER, J.D., LL.M. (TAX)
ALSO ADMITTED U.S. TAX COURT

TELEPHONE
(904) 474-8448

December 29, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *LAW OFFICES OF LAURIE STILWELL, COHEN, P.A.*

Dear Sir or Madam:

000001681500
-01/08/96--01054--001
****122.50 ****122.50

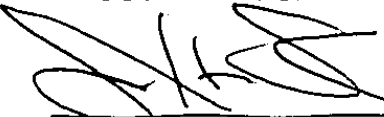
I am enclosing herewith an original and a copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named professional association. In addition, a check, in the sum of \$ 122.50, is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered agent	\$ 35.00
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.


Joseph K. Singer, Esq.

Enclosures

RECEIVED
JAN - 8 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF LAURIE STILWELL COHEN, P.A.**

FILED
26 JAN -8 AM 11:07
STATE OF FLORIDA
CLATASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these Articles to form a corporation under the Florida Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is LAW OFFICES OF LAURIE STILWELL COHEN, P.A.

ARTICLE II - PURPOSE

This professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest any non-trust funds of this professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III - DURATION

This professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock of this professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue.

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The address of the initial registered office of this professional service corporation is 201 North University Drive, Suite # 114, Plantation, FL 33324. The name of the initial registered agent at that address is Joseph K. Singer, Esq. The street address

of the initial principal office of this Corporation is 201 North University Drive, Suite # 114, Plantation, FL 33324.

ARTICLE VI - BOARD OF DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The Initial Board of Directors shall consist of one member. The name and address of this Director is:

LAURIE STILWELL COHEN, Esq.
201 North University Drive, Suite # 114
Plantation, FL 33324

ARTICLE VII - INCORPORATOR

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

LAURIE STILWELL COHEN, Esq.
201 North University Drive, Suite # 114
Plantation, FL 33324

ARTICLE VIII - RESTRICTIONS

The shareholders of this professional service corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this professional service corporation by any of its shareholders, including, but not limited to, the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of this professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this professional service corporation may sell or transfer his stock in this corporation, except to another individual who is eligible to be a shareholder of this professional service corporation and whose ownership of stock in this corporation would not disqualify the corporation from a Subchapter S election pursuant to § 1362 of the Internal Revenue Code, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida or is

electd to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 28th day of December, 1995.


LAURIE STILWELL COHEN, Esq., Incorporator

STATE OF FLORIDA)
COUNTY OF COLUMBIA)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LAURIE STILWELL COHEN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation, and she did (not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of December, 1995.


(S E A L)

My Commission Expires:



KAY JONES
MY COMMISSION # CC375827 EXPIRES
May 24, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

PRINT NAME: Kay V. Jones


Notary Public, State of Florida
Commission Number CC375827

**DESIGNATION OF REGISTERED AGENT FOR:
LAW OFFICES OF LAURIE STILWELL COHEN, P.A.**

LAW OFFICES OF LAURIE STILWELL COHEN, P.A., in compliance with Section 607.0501, Florida Statutes, a corporation desiring to organize and qualify under the laws of the State of Florida, hereby names, JOSEPH K. SINGER, ESQ., located at 201 North University Drive, Suite 114, Plantation, Florida 33324, as its agent to accept service of process within Florida.

DATED: December 28th, 1995


LAURIE STILWELL COHEN Esq., Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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 relevant to the proper and complete performance of my duties.

DATED: December 30, 1995


JOSEPH K. SINGER, ESQ., Registered Agent

FILED
95 JAN -8 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA