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WEINER, CUMMINGS & VITTORIA

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

4TH FLOOR

1488 BRICKELL AVENUE

MIAMI, FLORIDA 33131

WEINER & CUMMINGS, P.A.

LAWRENCE WEINER*

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January 19, 1996

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

Re: Articles of Incorporation
John A. Thompson, Jr., P.A.

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above Florida corporation, together with executed Designation of Registered Agent forms.

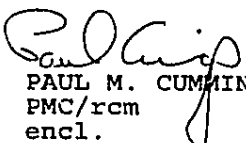
Upon filing, please forward to us a certified copy of the Articles of Incorporation together with the Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 for payment of the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Designation Form	<u>35.00</u>
Total:	\$122.50

Thank you for your cooperation.

Sincerely yours,


PAUL M. CUMMINGS
PMC/rcm
encl.
2503macr.020

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-01/22/96--01060--008
****122.50 ****122.50

cf 1/25/96

JOHN A. THOMPSON, JR., P.A.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JAN 22 AM 10:26

The undersigned, desiring to incorporate a professional service corporation under and in accordance with the provisions of the Florida Professional Corporation Act, does hereby certify:

1. The name of the Corporation is:

JOHN A. THOMPSON, JR., P.A.

2. The principal office address of the Corporation is: 44 West Flagler Street, Suite 2250, Miami, Florida 33130.

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 44 West Flagler Street, Suite 2250, Miami, Florida, and the initial Registered Agent shall be John A. Thompson, Jr..

6. The name and address of the incorporator hereof is:

<u>Name</u>	<u>Address</u>
<u>John A. Thompson, Jr.</u>	<u>44 West Flagler Street</u> <u>Suite 2250</u> <u>Miami, Florida 33130</u>

7. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
<u>John A. Thompson, Jr.</u>	<u>44 West Flagler Street</u> <u>Suite 2250</u> <u>Miami, Florida 33130</u>

8. The general nature of the business to be transacted by the Corporation shall be to engage in the general practice of Law, and in connection therewith to render legal, consulting and other similar services of every nature and description; and the Corporation shall further have the power to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Professional Service Corporation Act.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 18th day of January, 1996.

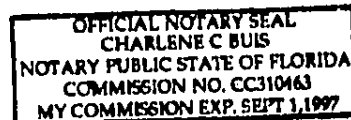
John A. Thompson Jr.
JOHN A. THOMPSON, JR.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN A. THOMPSON, JR., who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, 1996.

Charlene C. Buis
Notary Public, State of Florida



CLERK
SECRETARY OF STATE
OFFICE OF CORPORATIONS

96 JAN 22 AM 10:26

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That JOHN A. THOMPSON, JR., P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade State of Florida, has named JOHN A. THOMPSON, JR. located at 44 West Flager Street, Suite 2250, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.

By: John A. Thompson Jr.
JOHN A. THOMPSON, JR.
(Resident Agent)