

2/07/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

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400 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ESTEBAN L. BROWN, CPA, P.A.

FAX AUDIT NUMBER: H96000001816

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TALLAHASSEE

ARTICLES OF INCORPORATION
OF
ESTEBAN L. BROWN, CPA., P.A.

FILED
JAN 17 1983
CLERK OF COURT
JAN 17 1983
JAN 17 1983

The undersigned natural person, acting to form a professional service corporation under Chapter 621 of the law of the State of Florida that providing for the formation of a professional service corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the professional service corporation shall be:

ESTEBAN L. BROWN, CPA., PA.

ARTICLE II

The address of the professional service corporation shall be:

9360 SUNSET DRIVE, SUITE 287
MIAMI, FLORIDA 33173

ARTICLE III

The purpose for which this professional service corporation is organized is for the practice of the profession of Certified Public Accounting; and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, or to own real and/or personal property necessary for the practice of that profession; and to perform such acts and conduct such business as may be permitted by the statutes governing professional service corporations in the State of Florida.

Prepared by
ESTEBAN L. BROWN
9360 SUNSET DRIVE
SUITE 287
MIAMI, FL 33173
(305) 271-7697

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

Class -----	No. Shares -----	Par Value -----
Common	7,500	\$ 1.00

ARTICLE V

The amount of capital this professional service corporation shall begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This professional service corporation shall have perpetual existence.

ARTICLE VII

The names and post office address of the first Board of Directors of the professional service corporation, and who shall hold office for the first year, or until her successor is chosen shall be:

ESTEBAN L. BROWN	DIRECTOR
9360 SUNSET DRIVE	
SUITE 287	
MIAMI, FL 33173	

ARTICLE VIII

The number of directors of the professional service corporation shall be not less than ONE nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President and Secretary who shall hold office until their successors are elected, appointed and/or have qualified are:

ESTEBAN L. BROWN	PRESIDENT
9360 SUNSET DRIVE	
SUITE 287	
MIAMI, FL 33173	

ARTICLE X

The registered agent of the professional service corporation shall be:

ESTEDAN L. BROWN
9360 SUNSET DRIVE
SUITE 287
MIAMI, FL 33173

ARTICLE XI

All shareholders of the professional service corporation shall be Certified Public Accountants that are duly licensed to practice the profession of Certified Public Accounting under the laws of the State of Florida and the original shareholders of the professional service corporation are:

DAVID K. FIELDS
9360 SUNSET DRIVE
SUITE 287
MIAMI, FL 33173

ARTICLE XII

The following provisions are hereby adopted for the purpose of defining and regulating the authority of the professional service corporation and of its shareholders, directors, and officers:

1. The original bylaws of the professional service corporation shall be the bylaws proposed and passed at the initial meeting of the incorporators and adopted by the Board of Directors. Additional bylaws and amendments to the current bylaws shall be voted upon at the annual meeting of shareholders; interim bylaws and amendments may be enacted by the Board of Directors, subject to ratification by the shareholders at the next annual meeting, but shall be in force until such ratification or rejection.
2. Any shareholder who for any reason shall have professional service corporation stock to sell shall offer these shares to all shareholders and to the corporation, at a price determined by the Stockholder Agreement, and shall accept any offer of the purchase under such Agreement before offering the stock to persons outside the professional service corporation.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, ESTEBAN L. BROWN, a natural person with an address of 9360 SUNSET DRIVE, SUITE 287, MIAMI, FL 33173, do hereby accept the appointment of Registered Agent of ESTEBAN L. BROWN, CPA., PA. on this 6th. day of February of 1996.

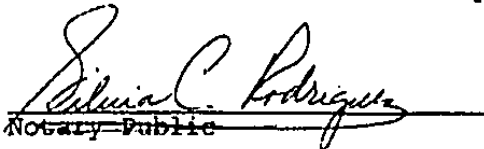
ESTEBAN L. BROWN
9360 SUNSET DRIVE
SUITE 287
MIAMI, FL 33173



COUNTY OF DADE)
) SS :
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 6th. day of February of 1996 before me, a notary public, personally appeared ESTEBAN L. BROWN who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 6th. day of February of 1996.


Notary Public

OFFICIAL NOTARY SEAL
SILVIA C RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC217726
MY COMMISSION EXP. JULY 23, 1996

My commission expires

FILED
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TALLAHASSEE, FLORIDA