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TALLAHASSEE, FL 32301
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DIVISION OF REVENUE

ACCOUNT NO. : 0721000000032

REFERENCE : 869111 4396424

AUTHORIZATION

Patricia Pyjute

COST LIMIT : 4 122.50

ORDER DATE : March 4, 1996

ORDER TIME : 4:33 PM

ORDER NO. : 869111

CUSTOMER NO: 4396424

CUSTOMER: Mr. Kathy Gonçalves
STEEL HECTOR A. DAVIS

700001732247

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

EFFECTIVE DATE
MAR - 1 1996

DOMESTIC FILING

NAME: SONIA DE CRUZ, P.A.

EFFECTIVE DATE:

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: Dawn Chance

EXAMINER'S INITIALS:

Z. BROWN MAR - 5 1996

FILED
96 MAR - 5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAR - 1 1996

FILED
96 MAR -5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SONIA de CRUZ, 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: Sonia de Cruz, 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:

Sonia de Cruz
First Union Financial Center
200 South Biscayne Boulevard
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:

Sonia de Cruz
First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2398

ARTICLE VII - CORPORATION'S EFFECTIVE DATE

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

ARTICLE VIII - INCORPORATOR

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

Sonia de Cruz
First Union Financial Center
200 South Biscayne Boulevard
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 March, 1996.



Sonia de Cruz
Incorporator and Registered Agent

FILED
96 MAR -5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WITNESSETH:

That Sonia de Cruz, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Sonia de Cruz, 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 March, 1996.


Sonia de Cruz, Incorporator and Registered Agent