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LORI KIJOWSKI C/O DRACOS & ASSOCIATES, P.A.
20803 BISCAYNE BLVD.
SUITE 401
MIAMI, FLORIDA 33180
(305) 935-2119 EXT. 325

March 5, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

**Re: Articles of Incorporation and Certificate of Good Standing for
Dracos & Associates, P.A.**

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for Dracos & Associates, P.A. Also enclosed is a check in the amount of \$131.25 representing filing fees, certified copy fees and certificate of good standing fee.

Please do not hesitate to contact me with any questions you may have. Thank you for your attention to this matter.

Very truly yours,

Lori Kijowski

Lori Kijowski

Dmc 3/20/96

FILED
96 MAR 15 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DRACOS & ASSOCIATES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be **Dracos & Associates, P.A.**, and the initial address of this corporation shall be **20803 Biscayne Boulevard, Suite 401, Miami, Florida, 33180.**

ARTICLE II

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are licensed to practice law.

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is **1,000**. Such shares shall be of a single class, and shall have a par value of **\$1.00** per share.

ARTICLE V

The initial registered office of this corporation shall be at **20803 Biscayne Boulevard, Suite 401, Miami, Florida, 33180**, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Lori Kijowski**.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The name and address of the person who is to serve as the initial board of director is:

Name	Lori Kijowski
Address	20803 Biscayne Boulevard Suite 401 Miami, Florida 33180

ARTICLE VII

The name and address of the incorporator is **Lori Kijowski, 20803 Biscayne Boulevard, Suite 401, Miami, Florida, 33180.**

ARTICLE VIII

A. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law. In the event that a shareholder:

- (i) becomes disqualified to practice law; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or
- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated

occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

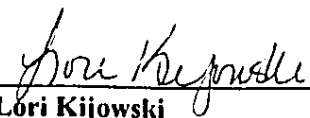
B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 11th day of March, 1996.



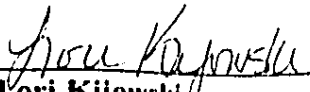
Lori Kijowski
Incorporator

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

In compliance with the laws of Florida, the following is submitted:

First, that **Dracos & Associates, P.A.**, desiring to organize under the laws of the State of Florida, has named **Lori Kijowski, 20803 Biscayne Boulevard, Suite 401, Miami, Florida, 33180**, County of **Dade**, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Lori Kijowski
Registered Agent

Dated: this 11th day of March, 1996

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE