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DOUGLAS R. THORNBURG, ESQ.

PENTHOUSE

2463 PINE TREE DRIVE

MIAMI BEACH, FLORIDA 33140

(305) 673-4363

March 15, 1996

100001749341

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****122.50 ****122.50

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

Re: *Douglas R. Thornburg, P.A.*

Gentleman:

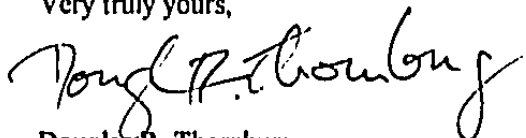
EFFECTIVE DATE

MAR 15 1996

I have enclosed for filing two originals and a copy of the Articles of Incorporation of the referenced corporation. I have also enclosed my check for \$122.50, which represents the filing fee of \$70 and the certified copy fee of \$52.50. Please file the Articles and return a certified copy to me at the above address.

Thank you in advance for your assistance.

Very truly yours,



Douglas R. Thornburg

Enclosures

FILED
96 MAR 18 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 22 1996

EFFECTIVE DATE
MAR 15 1996

FILED
96 MAR 18 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

DOUGLAS R. THORNBURG, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be and is:

DOUGLAS R. THORNBURG, P.A.

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this

corporation shall enter into a voting trust with the authority to exercise the voting power of any or all of his stock.

(c) To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

(e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 100 shares of Common Stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

Existence

This corporation shall have perpetual existence. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Penthouse, 2463 Pine Tree Drive, Miami Beach, Florida 33140 and the initial registered agent of the corporation at that address is Douglas R. Thornburg. The corporate address shall be the same.

ARTICLE VI

Stock Transferability

No Stockholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a Stockholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VII

Stock Ownership

The Board of Directors shall require any officer, Stockholder, agent or employee of this corporation, who has been rendering professional legal service to the public and who becomes legally disqualified to render such professional legal service within the State

of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in, this corporation forthwith.

ARTICLE VII

Directors

This corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders but shall never be less than one (1).

ARTICLE IX

Initial Directors

The name and street address of the first member of the Board of Directors is:

Name

Street Address

Douglas R. Thornburg

Penthouse
2463 Pine Tree Drive
Miami Beach, Florida 33140

Said Director is of full age and a citizen of the United States of America. The aforesaid Director shall hold his respective office until the first Annual Meeting of the Stockholders or until his successor is elected and has qualified.

ARTICLE X

Subscriber

The name and street address of the subscriber to the Articles of Incorporation, who is an attorney, duly licensed under the laws of the State of Florida to render services

as such is DOUGLAS R. THORNBURG whose address is Penthouse, 2463 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE XI

Bylaws

The Bylaws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

ARTICLE XII

Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIII

Restraint on Alienation of Shares

The Shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of

the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares herein except to another individual who is eligible to be a Shareholder of this corporation. If any Shareholder becomes legally disqualified to practice law in the state of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Shareholders.

ARTICLE XIV

Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

- (a) This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

- (b) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.
- (c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by a Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.
- (d) This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:
- (1) a pension plan;
 - (2) a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the legal profession;
 - (3) a stock bonus plan;
 - (4) a thrift and savings plan;
 - (5) a restricted stock option plan; or
 - (6) other retirement or incentive compensation plans

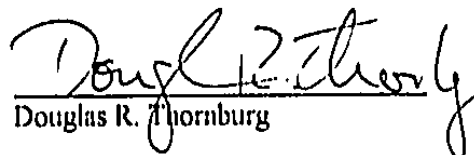
ARTICLE XV

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled

to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

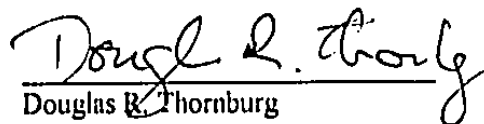
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, the 15th day of March, 1996.


Douglas R. Thornburg

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept the service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 15th day of March, 1996.


Douglas R. Thornburg

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 15th day of MARCH, 1996,
personally appeared before me, an officer duly authorized to administer oaths and take
acknowledgments, DOUGLAS R. THORNBURG, to me well known and known to me to
be the person who executed the foregoing Articles of Incorporation of DOUGLAS R.
THORNBURG, P.A., a Florida corporation, and acknowledged that he signed and
executed the same for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED before me this 15th day of
MARCH, 1996.



STUART REED
My Commission CC497044
Expires Sep. 20, 1999



Notary Public, State of Florida at Large

My Commission Expires: 9/20/99

articles of incorporation.doc