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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FRIED & LUCERI, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRIED & LUCERI, P.A.

The undersigned incorporators hereby form a corporation under the Florida Business Corporation Act, and Chapter 621, Florida Statutes, regarding Professional Service Corporations, and hereby adopt the following Articles of Incorporation:

Article I
Name of Corporation

The name of this corporation shall be:

FRIED & LUCERI, P.A.

Article II
General Purpose

This corporation is organized for the specific purpose of providing legal services and conducting the practice of law by licensed attorneys

Article III
Principal Office

The street address of the initial principal office of this corporation is:

1975 East Sunrise Blvd.
Suite 612
Fort Lauderdale, Florida 33304

Prepared by:
Frank A. Luceri, Esq.
Fla. Bar No. 0001449

1975 E. Sunrise Blvd. #612
Ft. Lauderdale, FL 33304
(954)-522-0831

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**Article IV
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares of common stock having a par value of one cent (\$.01) per share.

**Article V
Directors**

The name and address of the Directors of this corporation are as follows:

Michael R. Fried, Esq.
8244 Waterford Avenue
Tamarac, Florida 33321

Frank A. Luceri, Esq.
1414 Collins Avenue
Apartment 201
Miami Beach, Florida 33139

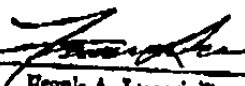
**Article VI
Registered Office**

The street address of the initial registered office of this corporation is :

1975 East Sunrise Blvd.
Suite 612
Fort Lauderdale, Florida 33304

**Article VII
Initial Registered Agent**

The undersigned, an individual resident of the State of Florida, whose business office is identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

s/  (Seal)
Frank A. Luceri, Esq.
Registered Agent

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**Article VIII
Incorporator(s)**

The name and street address of the incorporators of this corporation are:

Michael R. Fried, Esq.
8244 Waterford Avenue
Tamarac, Florida 33321

Frank A. Luceri, Esq.
1414 Collins Avenue
Apartment 201
Miami Beach, Florida 33139

**Article IX
Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 26th day of March, 1996.


Michael R. Fried, Esq.
Incorporator

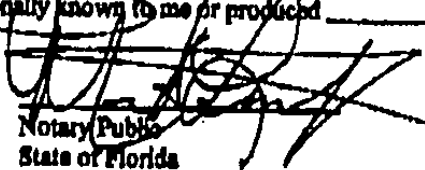

Frank A. Luceri, Esq.
Incorporator

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State of Florida)
County of Broward)

The foregoing Articles of Incorporation were acknowledged before me this 26th
day of March, 1996, by Frank A. Luceri, Esq. And Michael R. Fried, Esq., who are
personally known to me or produced _____ as identification.


Notary Public
State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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