

P 960000 32038 Charter Number Only

4-11-96 EDA

SANDLER, TRAVIS & ROSENBERG P.A.

Requestor's Name

5200 BLUE LILAC DRIVE

Address

MIAMI FL 33126-2022

City

State

ZIP

Phone

305-267-9200

VALIDATION ONLY

FILED
95 APR 12 AM 11:39
TALLAHASSEE, FLORIDA

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-04/12/96--01034--005
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CORPORATION(S) NAME

Edward M. Toffe, P.A.



FLORIDA DEPARTMENT OF BANKING REGULATION
Toll Free: 1-800-432-3028

- | | | |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSEN APR 12 1996.

**ARTICLES OF INCORPORATION
OF
EDWARD M. JOFFE, P. A.**

ARTICLE I - NAME

The name of this corporation is Edward M. Joffe, P. A. The principal office and mailing address of the corporation is 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

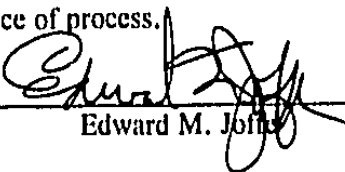
The purpose of this Corporation is to provide legal services or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having NO par value (\$0.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126, and the initial registered agent of this Corporation is Edward M. Joffe, Esquire, who, upon accepting this designation as evidenced by the below signature, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office for service of process.



Edward M. Joffe

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1).

Prepared By: Edward M. Joffe, Esquire
5200 Blue Lagoon Drive, Suite 600
Miami, Florida 33126
(305) 267-9200
Florida Bar # 314242

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APR 12 AM 11:39
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VII - INCORPORATOR

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

Name	Address
Edward M. Joffe, Esquire	5200 Blue Lagoon Drive, Suite 600 Miami, Florida 33126

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ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

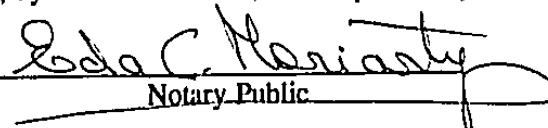
The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such new shares of the stock of this Corporation as may be issued from time to time, for money, property, or services, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1996.


Edward M. Joffe, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Incorporation of Edward M. Joffe, P.A., were acknowledged before me this 9th day of April, 1996, by Edward M. Joffe, who is personally known to me.


Notary Public

OFFICIAL NOTARY SEAL
EDA C MORIARTY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC515878
MY COMMISSION EXP. DEC. 19, 1999