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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

FILED
96 MAY -7 PM 4:24

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ACCOUNT NO. : 00000000000000000000

REFERENCE : 00000000000000000000

AUTHORIZATION :

CREDIT LIMIT : \$ 100,000.00

ORDER DATE : May 7, 1996

ORDER TIME : 1:00 PM

ORDER NO. : 00000000

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CUSTOMER NO: 71090000

CAPTIONS: R.L. Stephanie Shino 71090000
EARL G. GALLOP

501 Birchfield Key Drive
Suite 200
Miami, FL 33171

DOMESTIC FILING

NAME: EARL G. GALLOP & ASSOCIATES,
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: Daniel W Leggett

EXAMINER'S INITIALS:

TH
5-9-96

ARTICLES OF INCORPORATION OF
EARL G. GALLOP & ASSOCIATES, P.A.

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THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation pursuant to Chapter 621, et seq., Florida Statutes, for the purpose of forming a professional service corporation under the laws of the State of Florida.

1. The name of the corporation shall be Earl G. Gallop & Associates, P.A..

2. The general nature of the business to be transacted will be the practice of law by attorneys, each of whom shall be duly admitted to practice in the State of Florida.

3. The Corporation, by and through its officers and directors, shall have the following powers:

(a) To enter into contracts for the provision of legal services with any person, to borrow money and to contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and powers or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations, secured or unsecured, for money borrowed or in payment for property acquired, or for any purpose of the Corporation; to secure the obligations by mortgage, deed of trust, pledge or any other lien upon the property, rights, privileges or franchises of the Corporation; to sell, pledge or otherwise dispose of debentures, bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem advisable.

(b) To have one or more offices, conduct its business and promote its objects within and outside the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction.

(c) To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.

(d) To do everything necessary and proper for the accomplishment of any of the purposes or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the

purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.

(c) To perform any other act and to exercise any other power permitted to a professional service corporation under the laws of the State of Florida.

4. The capital stock of this Corporation shall consist of 100 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.

Under no circumstances shall stock of any kind of the Corporation be issued to any person or entity who or which is not duly licensed or otherwise legally authorized to render professional legal services in the State of Florida.

5. The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

6. The Corporation shall have perpetual existence.

7. The principal office of the Corporation shall be located initially at 3580 First Union Financial Center, 200 S. Biscayne Boulevard, Miami, Florida 33131-2316 and subsequently at such other place as the Board of Directors may choose.

8. The initial number of directors of the Corporation shall be one, but that number may be increased or decreased from time to time by a majority vote of the shareholders.

9. The name and address of the first director of the Corporation is Earl G. Gallop, 3580 First Union Financial Center, 200 S. Biscayne Boulevard, Miami, Florida 33131-2316.

10. The name and address of the subscriber to these Articles of Incorporation is Earl G. Gallop, 3580 First Union Financial Center, 200 S. Biscayne Boulevard, Miami, Florida 33131-2316.

11. The name and address of the initial Registered Agent for the Corporation is Earl G. Gallop, 3580 First Union Financial Center, 200 S. Biscayne Boulevard, Miami, Florida 33131-2316.

12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are

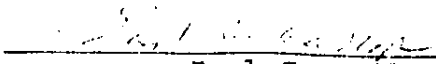
hereby adopted as a part of these Articles of Incorporation:

(a) As a condition precedent to holding an office in the Corporation, it shall be necessary that such officer be a shareholder of the Corporation and an attorney, duly licensed or otherwise legally authorized to render legal services within the State of Florida.

(b) No contract or other transaction between the Corporation and any other person or entity in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director, officer, partner or other principal of such other entity, or holds an interest in such other entity; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

(c) The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 6th day of May, 1996.



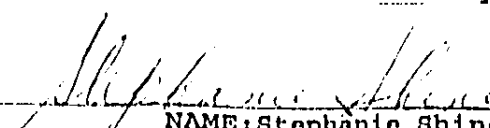
Earl G. Gallop, Incorporator

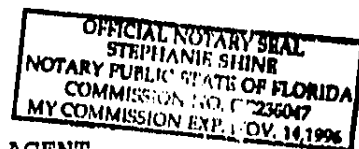
STATE OF FLORIDA
COUNTY OF DADE)

FILED
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THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Earl G. Gallop, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me, did acknowledge such execution as his free act and deed before me and did not take an oath.

WITNESS MY HAND AND SEAL this 6th day of May, 1996 at Miami, Florida.

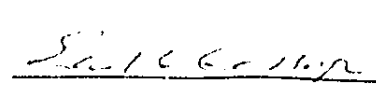

NAME: Stephanie Shine
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Earl G. Gallop, hereby accepts appointment as the Resident Agent for Earl G. Gallop & Associates, P.A. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes §607.0505.

WITNESS my hand this 6th day of May, 1996.


Earl G. Gallop

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