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TALLAHASSEE, FL 32302-2677
904-222-0900
904-222-0100 FAX
800-342-8003



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PRIORITIZED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 957758 11973A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia Pyrite*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 3:50

ORDER DATE : May 17, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 957758

CUSTOMER NO: 11973A

CUSTOMER: Roberto L. Palenzuela, Esq
ROBERTO L. PALENZUELA, ESQ

700001827287

Suite 310
14411 Commerce Way
Hialeah, FL 33016

DOMESTIC FILING

NAME: ADAMS, GALLINAR, IGLESIAS &
PALENZUELA, PROFESSIONAL
ASSOCIATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

af
5/17/96

RECEIVED
95 MAY 17 PM 12:29
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 17 PM 3:50

**ADAMS, GALLINAR, IGLESIAS & PALENZUELA,
PROFESSIONAL ASSOCIATION**

The undersigned, acting as incorporator of ADAMS, GALLINAR, IGLESIAS & PALENZUELA, PROFESSIONAL ASSOCIATION, under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

ADAMS, GALLINAR, IGLESIAS & PALENZUELA, PROFESSIONAL ASSOCIATION

ARTICLE II. ADDRESS

The mailing address of the corporation is:

701 Brickell Avenue
Suite 2150
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in the profession of LAW and in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Roberto L. Palenzuela or Robert R. Adams or Michael D. Gallinar or Mario A. Iglesias.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Robert R. Adams	701 Brickell Avenue Suite 2150 Miami, Florida 33131
Michael D. Gallinar	701 Brickell Avenue Suite 2150 Miami, Florida 33131
Mario A. Iglesias	701 Brickell Avenue Suite 2150 Miami, Florida 33131
Roberto L. Palenzuela	701 Brickell Avenue Suite 2150 Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Roberto L. Palenzuela	701 Brickell Avenue Suite 2150 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 16th day of May, 1996.

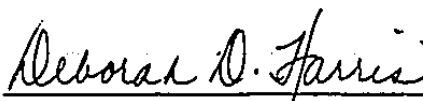


ROBERTO L. PALENZUELA, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, personally appeared Roberto L. Palenzuela, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 16th day of May, 1996.



NOTARY PUBLIC
My Commission Expires:



DEBORAH D. HARRIS
My Commission CC624653
Expires Feb. 23, 2000

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

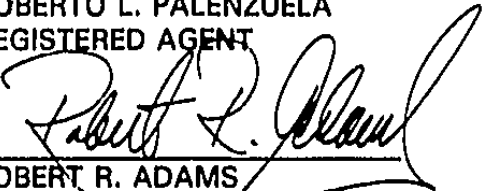
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

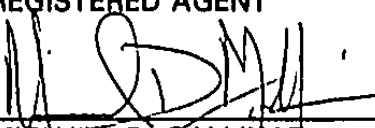
That **ADAMS, GALLINAR, IGLESIAS & PALENZUELA, PROFESSIONAL ASSOCIATION** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, State of Florida, has named Roberto L. Palenzuela or Robert R. Adams or Michael D. Gallinar or Mario A. Iglesias as its agent to accept service of process within this state.

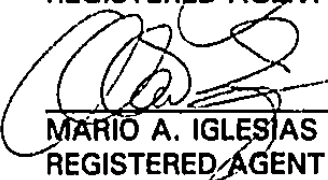
ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


ROBERTO L. PALENZUELA
REGISTERED AGENT


ROBERT R. ADAMS
REGISTERED AGENT


MICHAEL D. GALLINAR
REGISTERED AGENT


MARIO A. IGLESIAS
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 PM 3:51

ADAMS
GALLINAR
IGLESIAS &
PALENZUELA
Professional Association

ROBERT R. ADAMS
Direct Line 305.416.6820

P96000042437

July 22, 1997

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

Re: Articles of Amendment to Articles of Incorporation of
Adams, Gallinar, Iglesias & Palenzuela, Professional Association

FILED
97 JUL 24 PM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

100002246621--2
-07/24/97--01064--018
*****35.00 *****35.00

Enclosed herewith please find Articles of Amendment to Articles of Incorporation of
Adams, Gallinar, Iglesias & Palenzuela, Professional Association, together with our Check No.
1555, in the amount of \$35.00 representing the filing fee.

Should you have any questions or need additional information, please do not hesitate to
contact me.

Sincerely yours,

Zaida P. Hernandez
Zaida P. Hernandez
Legal Assistant

ZPH1198.WPD

*Mario Iglesias authorized
take out #2 and renumber.*

*Amend & name change
LPS
7-30-97*

FILED

97 JUL 24 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ADAMS, GALLINAR, IGLESIAS & PALENZUELA,
PROFESSIONAL ASSOCIATION**

The undersigned, the President and Secretary of ADAMS, GALLINAR, IGLESIAS & PALENZUELA, PROFESSIONAL ASSOCIATION, a Florida corporation (the "Corporation"), hereby certifies that:

1. Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I. NAME

The name of the Corporation is: ADAMS, GALLINAR & IGLESIAS, P.A.

~~2. Article VI of the Articles of Incorporation of the Corporation is hereby modified to provide that the registered agents of the Corporation are Robert R. Adams, Michael D. Gallinar or Mario A. Iglesias. Effective June 25, 1997, Roberto L. Palenzuela is no longer registered agent of the Corporation.~~

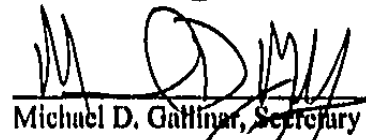
2. Article VII of the Articles of Incorporation of the Corporation is hereby modified to provide that Roberto L. Palenzuela has resigned his position as officer and director of the Corporation effective June 25, 1997, and that from and after June 25, 1997 the names and street addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert R. Adams	701 Brickell Avenue Suite 2150 Miami, Florida 33131
Michael D. Gallinar	701 Brickell Avenue Suite 2150 Miami, Florida 33131
Mario A. Iglesias	701 Brickell Avenue Suite 2150 Miami, Florida 33131

3. The foregoing amendments were unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated June 25, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation
have hereunto set their hands and affixed the Corporation's corporate seal this 17th day of
July, 1997.


Mario A. Iglesias, President


Michael D. Gallinar, Secretary

[Corporate Seal]

MAI0665.WPD