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(((H96000007091))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KENNETH W. SHAPIRO, P.A.
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ARTICLES OF INCORPORATION
OF
KENNETH W. SHAPIRO, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is KENNETH W. SHAPIRO, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 12760 S.W. 15th Street, Coral Springs, Florida 33071.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock, each having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

SOLOMON B. ZOBERMAN
Attorney at Law
110 S.E. 8th Street, Suite 1620
Fort Lauderdale, Florida 33301
(954) 467-4015
FL Bar No.: 311261

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 633 S. Andrews Avenue, Suite 101, Fort Lauderdale, Florida 33301. The name of its initial registered agent at that address is Ronald F. Shapiro.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of 1 member. The name and address of the member of the first Board of Directors is:

Kenneth W. Shapiro
12760 S.W. 15th Street
Coral Springs, Florida 33071

ARTICLE VIII - SUBSCRIBER

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

Kenneth W. Shapiro
12760 S.W. 15th Street
Coral Springs, Florida 33071

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such

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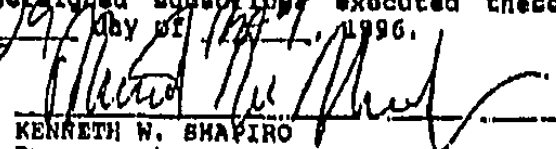
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professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT


The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in a manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation on the 29th day of May, 1996.


KENNETH W. SHAPIRO
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me on this 29th day of May, 1996.


Notary Public
Kellyanne M. Baldwin
(Print Name)

My Commission Expires:
My Commission Number:

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...and ...
office/registered agent, in the State of Florida.

First that KENNETH W. SHAPIRO P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named RONALD F. SHAPIRO, located at 633 S. Andrews Avenue, Suite 101, Fort Lauderdale, Florida 33301, County of Broward, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


RONALD F. SHAPIRO
Registered Agent

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