

-1 P960000 54397

6/18/96

John Hanson

Requestor's Name

10801 SW 124 St

Address

Miami, FL 33176

City

State

ZIP

Phone

579-0012

VALIDATION ONLY

100001867151
-05/19/96--01045--013
****122.50 ****122.50

CORPORATION(S) NAME

Steele & Hanson, P.A.

Empire 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"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Certificate Under Seal	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	
<input 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

CR2E031 (R8-85)

P. O. JESSER

JUN 26 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 19, 1996

EMPIRE

TALL, FL 32301

SUBJECT: STEELE & HANSON, P.A.
Ref. Number: W96000013047

We have received your document for STEELE & HANSON, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00030442

**ARTICLES OF INCORPORATION
OF
STEELE & HANSON, P.A.**

Article I - Name and Principal Place of Business

The name, mailing address, and principal place of business of this professional services corporation is Steele & Hanson, P.A., 150 W. Flagler Street, Penthouse, Miami, FL 33131.

Article II - Purpose

This professional services corporation is organized for the purpose of the practice of law in all its fields and specializations, the rendering of legal services, and transacting any or all lawful business for which personal service corporations may be organized under the laws of the United States, the Florida General Corporation Act, and the Florida Professional Service Corporation Act, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 1,000 shares of US\$0.50 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - No Preemptive Rights

Except as to such agreements as the shareholders may execute, no stockholder of this corporation shall, because of his or her ownership of stock have any pre-emptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

**Article V - Initial Registered
Office and Agent**

The name and address of the registered agent and the initial registered office of this Corporation is:

Clifford R. Steele, Esq.
150 West Flagler Street
Penthouse
Miami, FL 33131

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors and officers of this Corporation are:

Clifford R. Steele, Esq.
Director, President,
and Treasurer
150 W. Flagler Street
Penthouse
Miami, FL 33131

John C. Hanson, II, Esq.
Director, Vice President,
and Secretary
150 W. Flagler Street
Penthouse
Miami, FL 33131

Article VII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article VIII - Ownership

It is the intention of the shareholders of this corporation to elect "Subchapter S" status under Section 1361 of the Internal Revenue Code and the regulations of the Internal Revenue Service. Consequently, to the extent consistent with applicable law, there may not be more than 35 shareholders of this corporation and each shareholder must be a citizen or resident of the United States.

Article IX - Director-Conflicts of Interest

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other

entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article X - Indemnification

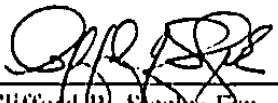
Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee,

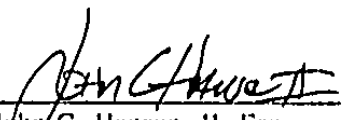
or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

Article XI - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th of June, 1996.


Clifford R. Steele, Esq.
Incorporator-Director

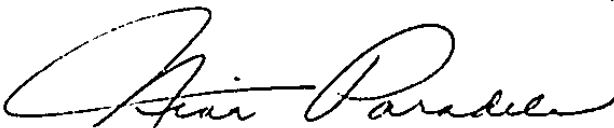

John C. Hanson, II, Esq.
Incorporator-Director

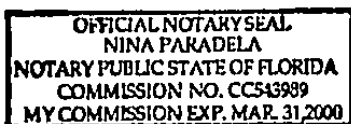
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of June, 1996, by Clifford R. Steele, Esq. and John C. Hanson, II, Esq., who are each personally known to me.

WITNESS, my hand and official seal this 18 day of June, 1996 in the County and State first above written.

NOTARY PUBLIC
SEAL OF OFFICE:


NOTARY PUBLIC, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Steele & Hanson, P.A. at the place designated in the Articles of Incorporation, Clifford R. Steele, of 150 W. Flagler Street, Penthouse, Miami, FL 33131, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1995), relative to keeping open such office until such time as he shall notify the corporation of his resignation.

Dated this 18th day of June, 1996.



Clifford R. Steele, Esq.

FILED
56 JUN 26 PM 1:09
TALLAHASSEE, FLORIDA