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June 28, 1996

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*****70.00 *****70.00

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF
NATHANIEL WECHSLER, C.P.A., P.A.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation
of NATHANIEL WECHSLER, C.P.A., P.A.

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,

Nathaniel Wechsler

NATHANIEL WECHSLER, C.P.A.
777 Brickell Ave.
Suite 1200
Miami, FL 33131

FILED
55 JUL -8 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-10-96

JB

ARTICLE OF INCORPORATION
OF
NATHANIEL WECHSLER, C.P.A., P.A.

FILED
JUL-8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is NATHANIEL WECHSLER, C.P.A., P.A.
The principal address of the corporation is: 777 Brickell Ave.,
Suite 1200, Miami, Fl 33131

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the
transaction of any or all lawful business for which corporations may
be incorporated under the Florida Corporation Act. Specifically to be a
Certified Public Accountant.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have
authority to issue is five hundred (500) of \$ 1.00 value.

ARTICLE FIVE

The corporation will not commence business until it has received for
the issuance of shares consideration of the value of \$500.00
consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 777 Brickell
Ave., Suite 1200, Miami, Fl 33131, and the name of its initial
registered agent at such address is NATHANIEL WECHSLER, C.P.A..

I hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation.



NATHANIEL WECHSLER, C.P.A.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
NATHANIEL WECHSLER, C.P.A.	777 Brickell Ave., Suite 1200 Miami, Fl 33131

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
NATHANIEL WECHSLER, C.P.A.	777 Brickell Ave., Suite 1200 Miami, Fl 33131

(signed)

Nathaniel Wechsler
Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

95 JUL -8 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA