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CORPCO® FILED

CORPORATIONS & COMPANIES, INC.  
Incorporation Specialists  
95 AUG -5 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Two Greenville Crossing  
4001 Kennett Pike  
P. O. Box 4477  
Wilmington, Delaware 19807-0477  
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2 August 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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#08/06/96--001100--003  
\$\$\$44701.00 \$\$\$44701.00

RE: M.L. KHAGHAN, P.A. /ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed herewith for filing with the Florida Department of State are an original and one copy of the Certificate of Incorporation of M.L. KHAGHAN, P.A. , as well as the Certificate of Designation of Registered Agent/Registered Office. Please file the Articles of Incorporation on a regular basis, and return a stamped "FILED" copy of same to our client by the enclosed return, self-addressed, stamped envelope. Also, enclosed herewith is our check in the amount of \$70.00, representing payment of filing fees.

If you have any questions, please do not hesitate to contact me. Thank you in advance for cooperation and assistance in this matter.

Very truly yours,

*Donna M. Thompson*

DONNA M. THOMPSON  
Incorporation Specialist

DMT:ccb  
Enclosures

(ccb\letters\flstate.ltr)

OK  
8/17/96

**ARTICLES OF INCORPORATION**

**OF**

**M.L. KHAGHAN, P.A.**

**(A Florida Professional Association)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST:** The undersigned incorporator, Stephen D.M. Robinson, whose address is Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, P.O. Box 4477, Wilmington, Delaware 19807-0477, being at least eighteen years of age, does hereby form a corporation under the laws of the State of Florida, pursuant to the Florida Professional Service Corporation Act. The corporation is a professional association.
- SECOND:** The name of the corporation is **M.L. KHAGHAN, P.A.** (hereinafter "the corporation").
- THIRD:** The purpose of the corporation is the practice of law in the State of Florida. The corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property necessary for the performance of its professional service. The corporation may also engage in any other lawful purpose and business, and do anything permitted by the Florida Professional Service Corporation Act (Chapter 621) and the Florida Business Corporation Act (Chapter 607).
- FOURTH:** The address of the principal office of the corporation shall be 975 Arthur Godfrey Road, Suite 301, Miami Beach, Florida 33140.
- FIFTH:** The name and address of the initial agent of the corporation is: Mojdeh L. Khaghan, 975 Arthur Godfrey Road, Suite 301, Miami Beach, Florida 33140.
- SIXTH:** The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.
- SEVENTH:** The name and street address of the incorporator to these Articles of Incorporation is: Stephen D.M. Robinson, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.
- EIGHTH:** The number of directors of the corporation shall be one (1), which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders, and the name of the director

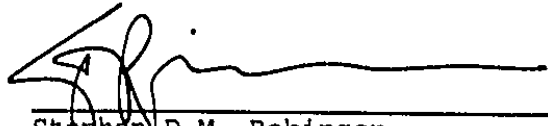
who shall act until the first meeting or until a successor is duly chosen and qualified in Mojdeh L. Khaghan, 975 Arthur Godfrey Road, Suite 301, Miami Beach, Florida 33140.

**NINTH:** Except to the extent provided for in Section 621.07 of the Florida Professional Service Corporation Act, as it may exist on the date hereof, or as it may be hereafter amended, the directors and officers of the corporation shall not be liable to the corporation or its stockholders for any money damages.

**TENTH:** The corporation may not issue stock to anyone except an individual licensed to perform the same professional service as that for which the corporation is organized, except as set forth in Section 621.09 of the Florida Professional Service Corporation Act.

**ELEVENTH:** The duration of the corporation shall be perpetual.

**IN WITNESS WHEREOF,** I have signed these Articles and acknowledge the same to be my act this 26th of July, 1996.

  
\_\_\_\_\_  
Stephen D.M. Robinson  
Incorporator

07/13/96  
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: M. L. KHAGHAN, P. A.

2. The name and address of the registered agent and office is:

MOJDEH L. KHAGHAN  
(Name)  
975 Arthur Godfrey Road, Suite 301  
(P.O. Box not acceptable)  
Miami Beach, FL 33140  
(City/State/Zip)

*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)

July 18, 1996  
(Date)