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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CONSULTING COMPANY
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NAME: FRIEDFELD AND ASSOCIATES, P.A.
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ARTICLES OF INCORPORATION OF FRIEDFELD AND ASSOCIATES, P.A.

The undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract as a certified public accountant and duly licensed to render professional accounting and consulting services, does hereby form a professional service corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 607 and 621, Florida statutes, and adopts the following to be the Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Friedfeld and Associates, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*2665 South Bayshore Drive
Suite 400
Coconut Grove, FL 33133*

ARTICLE III CORPORATE PURPOSE

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. To engage in the business of rendering professional accounting and consulting advice and services to the public.
2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance of this Corporation and, in general, either alone or in association with other corporations, firms, or individuals to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

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ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares at \$1.00 par value

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Eric Friedfeld
2665 South Bayshore Drive
Suite 400
Coconut Grove, FL 33133*

ARTICLE VI. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

*Eric Friedfeld
2665 South Bayshore Drive
Suite 400
Coconut Grove, FL 33133*

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6th Day of August, 1996

Eric Friedfeld

Signature

Signature

Signature

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TALLAHASSEE, FLORIDA

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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:

Friedfeld and Associates, P.A.

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

*Eric Friedfeld
2665 South Bayshore Drive
Suite 400
Coconut Grove, FL 33133*

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 a registered agent.

Eric Friedfeld

Signature

August 6, 1996

Date

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