

P 96 0000.76836

USICH & COHEN

Professional Association
Attorneys at Law
One Dattran Center, Suite 905
9100 South Dadeland Boulevard
Miami, Florida 33156

STEVEN J. COHEN
JAMES S. USICH
Board Certified Civil Trial Lawyer

September 10, 1996

SEP 13 1996
FILE
1:01
Telephone (305) 670-1122
Telecopier (305) 670-2414

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300001947038
-09/13/96--01033--019
****122.50 ****122.50

Re: LAW OFFICES OF JAMES S. USICH, P.A.

Gentlemen:

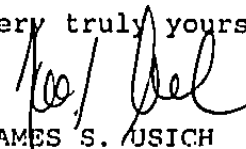
Please find enclosed Articles of Incorporation of Law Offices of James S. Usich, P.A., for filing with the Secretary of State, Corporate Record Division, to incorporate this entity.

You will find enclosed our check in the amount of \$122.50 to cover the cost of filing said Articles of Incorporation.

Please return to me in the enclosed self-addressed, stamped envelope the time/date stamp for filing of this corporation.

Thank you.

Very truly yours,


JAMES S. USICH

JSU:kmg
Enclosures

P. OHIO SEP 16 1996

**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF JAMES S. USICH, P.A.**

The undersigned, for the purpose of forming a corporation, under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is LAW OFFICES OF JAMES S. USICH, P.A.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;

2. To engage in the practice of law.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) par share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

9100 South Dadeland Boulevard
Suite 905, One Datan Center
Miami, Florida 33156

The name of the registered agent at such address is:

James S. Usich, Esq.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal office of the Corporation in the State of Florida is:

9100 South Dadeland Boulevard
Suite 905 - One Datan Center
Miami, Florida 33156

**ARTICLE VII
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising of board of directors shall be made by amendment to the Corporation's by-laws.

The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
James S. Usich, Esquire	9100 South Dadeland Blvd. Suite 905 Miami, FL 33156

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James S. Usich, Esquire	9100 South Dadeland Blvd. Miami, FL 33156

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

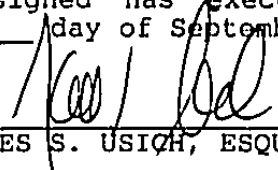
**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of September, 1996



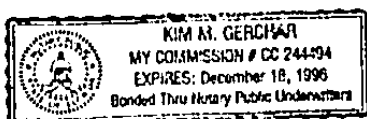
JAMES S. USICH, ESQUIRE

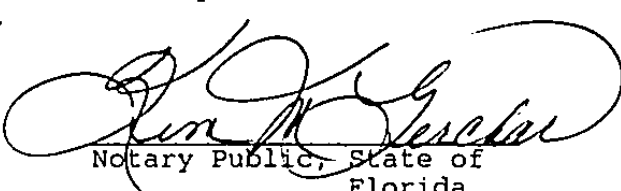
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

ON THIS 11 day of September, 1996 before me, a notary public duly authorized in the state and county last aforesaid, personally appeared JAMES S. USICH personally known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My commission expires:





Notary Public, State of
Florida

ACCEPTANCE OF RESIDENT AGENT

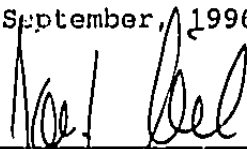
OF

LAW OFFICES OF JAMES S. USICH, P.A.

ACCEPTANCE OF REGISTERED AGENT

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

Dated this 11 day of September, 1996.



JAMES S. USICH, ESQUIRE
Registered Agent for
LAW OFFICES OF JAMES S. USICH,

FILED
SEP 13 1996
FBI - MEMPHIS

SEP 13 1996

FILED