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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TAULER & ROONEY, P.A.A.

AUDIT NUMBER.....H96000013134

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

OF

TAULER & ROONEY, P.A.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: TAULER & ROONEY, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1101 BRICKELL AVENUE, SUITE 1200, MIAMI, FL 33131.

ARTICLE III PURPOSE

The purpose of this corporation shall be: The practice of Law.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares having a Par Value of \$1.00.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DONNA L. ROONEY 1101 BRICKELL AVENUE, SUITE 1200
MIAMI, FL 33131

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RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1452 West Flagler Street # 200
Miami, Florida 33135-2209
(305) 541-3694

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ARTICLE VI BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:
ELENA C. TAULER 1101 BRICKELL AVE. SUITE 1200
MIAMI, FL. 33131

DONNA L. ROONEY 1101 BRICKELL AVE. SUITE 1200
MIAMI, FL. 33131

ARTICLE VII OFFICER(S)

The name, title and address of the officers of this corporation
shall be:

ELENA C. TAULER PRES/SEC. 1101 BRICKELL AVE. SUITE 1200
MIAMI, FL. 33131

DONNA L. ROONEY V.PRES/T 1101 BRICKELL AVE. SUITE 1200
MIAMI, FL. 33131

ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of
Incorporation shall be: EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET SUITE 200
MIAMI FLORIDA 33135

The undersigned has(have executed these Articles of Incorporation
this 18TH day of SEPTEMBER, 1996.

Ray Stormont
Incorporator
RAY STORMONT FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

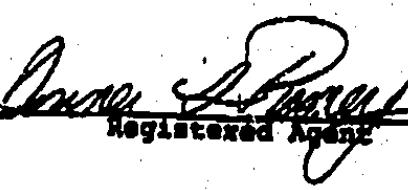
Pursuant to the provisions of section 607.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Tawee & Rooney, P.A.
(Name of Corporation)
desiring to organize under the laws of the state of Florida,
with its principal office, as indicated in the articles of incorporation has named Dade L. Rooney
located at 1101 Brickell Avenue, Suite 1200
City of Miami County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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


Registered Agent

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Donna L. Rooney, Esq.
3800 S. Ocean Drive
Suite 224
Hollywood, FL 33019

City/State/Zip

Phone #

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NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Tauler & Rooney, P.A.

SECOND: The date dissolution was authorized: 11-25-96

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Both Partners: Donna L Rooney & Evelyn C Tauler
(voting group)

Signed this 25th day of November, 19 96.

Signature Donna L Rooney
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Donna L Rooney
(Typed or printed name)

V-Pres.
(Title)

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TALLAHASSEE, FLORIDA

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