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September 20, 1996

VIA FEDERAL EXPRESS

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

Attn: New Filings Section

400001954244
-09/24/96--01036--000
****122.50 ****122.50

Re: Robert C. Kain, P.A. ("Company")

Dear Sir/Madam:

On behalf of the Company, enclosed herewith please find the following:

1. Articles of Incorporation;
2. Check made payable to the Secretary of State in the amount of \$122.50., representing the filing fee.

We enclose herewith as well, a Federal Express package and airbill for your return of the Certificate of Filing to the undersigned.

Please do not hesitate to call me should you have any questions concerning the foregoing.

Sincerely,

Jay Valinsky

JV/jt

Enclosures

41 SEP 25 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 23 PM 1:10

FILED

Articles of Incorporation
of
Robert C. Kain, P.A.

FILED
96 SEP 23 PM 1:10
SECY
DALLAS TEXAS

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

Article I

CORPORATE NAME

The name of this Corporation shall be: Robert C. Kain, P.A.

Article II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be:

- A. To engage in every aspect and phase of the practice of law rendering the same professional services to the public that attorneys, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional services shall be rendered only through officers, employees, and agents of this Corporation who are duly licensed to practice law under the laws of the State of Florida.
- B. To invest and reinvest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other types of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of law.
- C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

- D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

Article III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock having a par value of \$.001 per share.

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

Article IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Article V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Robert C. Kain, Jr.
4050 N. 34th Avenue
Hollywood, Florida 33021

Article VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

Article VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Robert C. Kain, Jr.
4050 N. 34th Avenue
Hollywood, Florida 33021

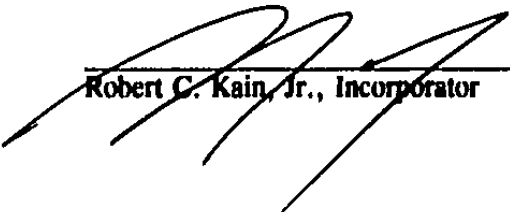
The person named as Initial Director shall hold office for the first year of existence of this Corporation, or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

Article VIII

INCORPORATOR

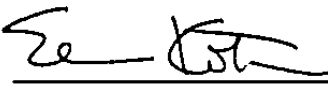
The name of the person signing these Articles of Incorporation as the Incorporator is Robert C. Kain, Jr., and his street address is 4050 N. 34th Avenue, Hollywood, Florida 33021.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 19, 1996.

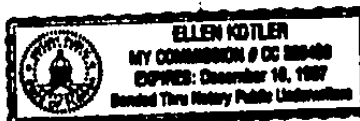

Robert C. Kain, Jr., Incorporator

State of Florida)
) ss:
County of Dade)

The foregoing instrument was acknowledged before me this 19th day of September, 1996, by Robert C. Kain, Jr., who is either personally known to me or who has produced identification in the form of _____.


Notary Public, State of Florida

Commission No.

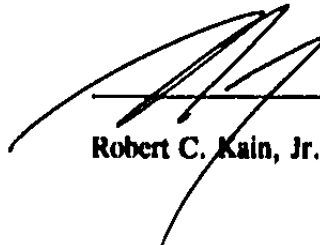


**CERTIFICATE OF DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Robert C. Kain, P.A., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 4050 N. 34th Avenue, Hollywood, Florida 33021, has named Robert C. Kain, Jr., whose address is 4050 N. 34th Avenue, Hollywood, Florida 33021, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned hereby accepts the appointment as Registered Agent, and agrees to comply with all applicable provisions of law.


Robert C. Kain, Jr.

article, inc

FILED
96 SEP 23 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA