P96000085282

ST. LOUIS, GUERRA & DELGADO, P.A.
617 Alhambra Circle
Coral Gables, Florida 33134

October 11, 1996

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

900001974329--4
-10/15/96--01134--017
****122.50 ****122.50

Re: St. Louis, Guerra & Delgado, P.A.

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4276, in the amount of $122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me at the above address in the enclosed Fedex envelope (which reflects billing to our account), as soon as possible. Thank you for your assistance.

If you have any questions, please call me.

Sincerely,

Roland R. St. Louis, Jr.

RSL/jnm

Enclosures

96 OCT 14 AM 10:01
TALLAHASSEE, FLORIDA

SN OCT 16 1996

EFFECTIVE DATE
Oct. 15, 96

FILED
96 OCT 14 AM 10:01
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. LOUIS, GUERRA & DELGADO, P.A.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is St. Louis, Guerra & Delgado, P.A. Its principal office and mailing address is 617 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The effective date of this Corporation shall be October 15, 1996, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in all lawful activities relating to the provision of professional legal services, in accordance with Chapter 621, Florida Statutes, and any successor statute or law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of $.10 per share.

96 OCT 14 AM 10:01

FILED

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 617 Alhambra Circle, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The names and addresses of the initial Board of Directors are:

Name	Address
Roland R. St. Louis, Jr.	617 Alhambra Circle Coral Gables, Florida 33134
Jorge L. Guerra	6957 S.W. 148th Terrace Miami, Florida 33158
Mario R. Delgado	8445 S.W. 58th Street Miami, Florida 33143

Tothe fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees ano other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Roland R. St. Louis, Jr.	617 Alhambra Circle Coral Gables, Florida 33134

Roland R. St. Louis, Jr., Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of St. Louis, Guerra & Delgado, P.A. were acknowledged before me this 11th day of October, 1996, by Roland R. St. Louis, Jr., as Incorporator.

NOTARY PUBLIC,
State of Florida at Large
NAME:
My Commission Number is:
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
DENISE RUDASILL
COMMISSION NUMBER
CC569717
MY COMMISSION EXPIRES
JULY 28,2000

(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Louis, Guerra & Delgado, P.A., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: October 11, 1996.

ROLAND R. ST. LOUIS, JR.

FILED
96 OCT 14 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000085282

ST. LOUIS, GUERRA & AUSLANDER, P.A.
MIAMI CENTER, 10TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4325

TELEPHONE (305) 373-4042
FAX (305) 373-4099

August 11, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 12 PM 2:35

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

300002264709--4
-08/12/97--01066--001
*****96.25 *****96.25

Re: St. Louis, Guerra & Delgado, P.A.
***n/k/a* St. Louis, Guerra & Auslander, P.A.**
Florida Document Number P96000085282

To Whom It May Concern:

Enclosed herein for filing are the Articles of Amendment to the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles of Amendment, and a good standing certificate. Also enclosed is my check no. 1549, in the amount of $96.25, made payable to the Florida Secretary of State, to cover the fees for this filing, the certified copy and the good standing certificate.

Please forward the certified copy to me in the enclosed Federal Express envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,

Roland R. St. Louis, Jr., President

RSL/jlr
Enclosures

N/C Amend
SP 8/20/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 12 PM 2:35

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ST. LOUIS, GUERRA & DELGADO, P.A.

ST. LOUIS, GUERRA & DELGADO, P.A., a Florida professional association (the "Association"), hereby certifies to the Department of State of Florida and to all concerned that, effective as of August 11, 1997:

FIRST: The Articles of Incorporation of the Association, originally filed on October 14, 1996 under document number P96000085282, have been and are hereby amended to change the name of the Association to St. Louis, Guerra & Auslander, P.A.

SECOND: The Articles of Incorporation of the Association, originally filed on October 14, 1996 under document number P96000085282, have been and are hereby amended to change the principal office and mailing address of the Association to Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325.

THIRD: The Articles of Incorporation of the Association, originally filed on October 14, 1996 under document number P96000085282, have been and are hereby amended to provide that the registered office of the Association shall be Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325, and Roland R. St. Louis, Jr., shall continue to act as the registered agent at such address, in accordance with the provisions of Chapters 48 and 607, *Florida Statutes*.

FOURTH: The foregoing amendments to the Articles of Incorporation of the Association as hereinabove set forth have been duly authorized, adopted and approved by the Board of Directors of the Association on August 11, 1997, and have been unanimously adopted and approved by the shareholders of the Association on August 11, 1997.

IN WITNESS WHEREOF, the Association has caused these presents to be duly executed on its behalf by its undersigned officers on this 11th day of August, 1997.

ST. LOUIS, GUERRA & DELGADO, P.A.
n/k/a ST. LOUIS, GUERRA & AUSLANDER, P.A.

ATTEST:

By: ______________________
Roland R. St. Louis, Jr., President

By: ______________________
Jorge L. Guerra, Vice President
and Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Roland R. St. Louis, Jr., and Jorge L. Guerra, the President and Vice President/Secretary, respectively, of the Association named in the above and foregoing Articles of Amendment, each of whom is personally known to me and each of whom took an oath, acknowledging that he executed same for and on behalf of said Association as its duly authorized officer, for the uses and purposes therein set forth and contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of August, 1997.

Delores Miller
Notary Public, State of Florida
Name: Delores A. Miller
Commission Number is: ______________
My Commission Expires: ______________

OFFICIAL NOTARY SEAL
DELORES A MILLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC300490
MY COMMISSION EXP. AUG. 31,1997

<u>ACCEPTANCE OF REGISTERED AGENT</u>

Having been named to accept service of process for St. Louis, Guerra & Auslander, P.A. (*f/k/a* St. Louis, Guerra & Delgado, P.A.), at the place designated in the above and foregoing Articles of Amendment to the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, <u>Florida Statutes</u>, relative to keeping open such office.

Date: August 11, 1997.

ROLAND R. ST. LOUIS, JR.