

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

P96000087735

Museum Tower / Suite 2701
150 West Flagler Street
Miami, Florida 33130

Telephone (305) 379-8300
Facsimile (305) 379-4500

October 11, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation

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-10/15/96--01017--004
****122.50 ****122.50

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Joel S. Magolnick, P.A. and Jay Starkman, P.A., along with checks for the filing fees and costs of certified copies of each set of Articles. Please send the copies to the undersigned at the above address.

Sincerely,


Joel S. Magolnick

Enclosures

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789,630,671
7/96 — 21963

D. BROWN OCT 24 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

JOEL S. MAGOLNICK, ESQ.
MUSEUM TOWER / SUITE 2701
150 WEST FLAGLER STREET
MIAMI, FL 33130

SUBJECT: J. STARKMAN, P.A.
Ref. Number: W96000021963

We have received your document for J. STARKMAN, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00047426

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the Corporation is:

JAY STARKMAN, P.A.

2. The period of its duration is perpetual.

3. The purpose is to engage in the practice of law as permitted under the laws of the United States and Florida.

4. The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

5. The address of its principal place of business is 150 West Flagler Street, Suite 2701, Miami, Florida 33130.

6. The initial registered agent of the corporation is Joel S. Magolnick, 150 West Flagler Street, Suite 2701, Miami, Florida 33130.

7. The number of directors constituting its initial board of directors is (1). The name and address of the officers and directors of this Corporation, who shall hold office for the first corporate year or until their successors are chosen are:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
Jay Starkman 150 West Flagler Street Suite 2701 Miami, FL 33130	President, Sec., Treas. and Director

8. The name and address of the incorporator is Joel S. Magolnick, 150 West Flagler Street, Suite 2701, Miami, Florida 33130.

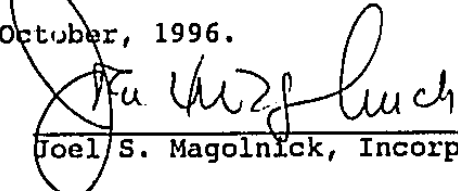
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9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

10. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

11. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

DATED this 11th day of October, 1996.


Joel S. Magolnick, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

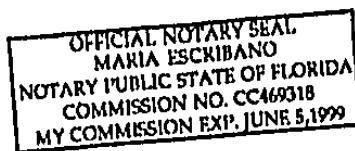
BEFORE ME, the undersigned authority, personally appeared Joel S. Magolnick, personally known to me, and who did/did not take an oath, and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before

me according to the law that he made and subscribed the same for
the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal this 11th day of October, 1996.


NOTARY PUBLIC
State of Florida

My Commission Expires:



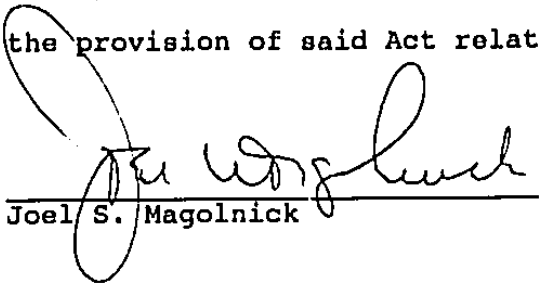
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--that Joel S. Magolnick, P.A., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at City of Miami,
State of Florida, has named Joel S. Magolnick, 150 West Flagler
Street, Suite 2701, Miami, Florida 33130, its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


Joel S. Magolnick

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