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**PRENTICE HALL,
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 153112 100198A

AUTHORIZATION: *Patman: P. 1*

COST LIMIT : \$122.50

ORDER DATE : November 13, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 153112-005

CUSTOMER NO: 100198A

CUSTOMER: Mitchell Fogel, Esq
MITCHELL FOGEL, ESO

700002003257--2

Suite 105
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: MARTIN B. GOLDBERG, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96 NOV 13 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 13 PM 12:13
DIVISION OF CONFESSION

11-14-96
KR

**ARTICLES OF INCORPORATION
OF
MARTIN B. GOLDBERG, P.A.**

FILED
96 NOV 13 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be MARTIN B. GOLDBERG, P.A.

ARTICLE II: PURPOSE

The Corporation is formed to engage in every phase and aspect of the practice of law and to transact any lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes, as amended. In addition, the Corporation may invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment and the Corporation may own, buy, sell and lease real and personal property necessary for its operation and rendering of services.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 100 S.E. 2nd Street, Suite 1200, Miami, Florida 33131.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Thousand (1000) shares of common stock having a par value of \$.10 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 1200, Miami, Florida 33131. The name of the initial registered agent at that address is Martin B. Goldberg.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of one member, the name and address of whom is:

MARTIN B. GOLDBERG

100 S.E. 2nd Street, Suite 1200

Miami, Florida 33131

ARTICLE VIII: SUBSCRIBER

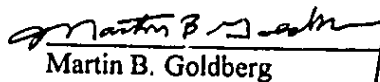
The name and address of the person signing these Articles of Incorporation as subscriber is:

MARTIN B. GOLDBERG


100 S.E. 2nd Street, Suite 1200

Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation
this 8 day of November, 1996.


Martin B. Goldberg

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation,
hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with
and accepts the obligations imposed upon registered agents under the Florida Business Corporation
Act, including specifically Section 607.0505.


Martin B. Goldberg

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TALLAHASSEE, FLORIDA