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PHILIP MEDVIN
ATTORNEY AT LAW
SUITE 370
2801 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

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TALLAHASSEE, FLORIDA

December 17, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

50000203805--4
-12/19/96--01057--003
*****70.00 *****70.00

RE: Certificate of Incorporation of
Philip Medvin, Professional Association

Dear Sirs:

Enclosed please find Certificate of Incorporation of Philip Medvin, Professional Association and my check made payable to Secretary of State, Corporate Division in the amount of \$70.00 for filing Articles Incorporated and Designation of Residential Agent.

Upon completion of the filing process, kindly forward the P.A. Charter to me at the letterhead address.

Thanking you, I am,

Sincerely,

Philip Medvin

PM:gh
Encls. as noted

[Handwritten notes and signatures]
2/1/97
12/13/96

CERTIFICATE OF INCORPORATION

FILED

96 DEC 19 AM 11:47

OF

PHILIP MEDVIN, PROFESSIONAL ASSOCIATION STATE OF FLORIDA

THE UNDERSIGNED does hereby associate himself for the purpose of chartering a Professional Association under Chapter 621 of the statutes of the State of Florida, and forming a professional association with the following proposed Charter.

ARTICLE ONE

The name of this professional Corporation shall be: Philip Medvin, Professional Association,

having its

principal place of business at: 2801 Ponce De Leon Blvd., Suite 370, Coral Gables, Fl 33134.

ARTICLE TWO

The general nature of this professional corporation is such that it shall for remuneration for the services provided, engage in activities of the following nature: To provide general legal services and advice to the general public and association clientele, and engage in the general practice of law, without restriction whatsoever, other than may be prescribed and imposed by the rules and regulations governing attorneys and the practice of law in the State of Florida.

ARTICLE THREE

The capital of this Corporation shall consist of 100 shares of no par value of common stock, which shall be non-assessable and the whole or any part of said capital stock may be for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

This professional corporation will begin business with capital of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE FIVE

This professional corporation shall commence its existence on January 1st, 1997 and be of perpetual existence except that in the absence of successor members/stockholders joining this professional

association, its existence shall be limited to the life time of the incorporator, and also excepting that the same may be dissolved as provided by law.

ARTICLE SIX

The principal place for the transactions of the business of this professional corporation shall be at: 2801 Ponce De Leon Blvd., Suite 370, Coral Gables, FL 33134.

ARTICLE SEVEN

This professional corporation shall have a Board of one (1) which can be increased to not more than four (4) Directors. The number of Directors for each year may be determined by the stockholder(s) at their annual meeting, or may be fixed by the by-laws of the association.

ARTICLE EIGHT

The officers by whom the business of said professional corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries and Assistant Treasurers, all of which offices may be held by one person, and such other officers, agents and factors as may be chosen with such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. The names and post offices addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Philip Medvin	2801 Ponce De Leon Blvd. Suite 370 Coral Gables, Fl 33134	President\Secretary Treasurer and Director

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Philip Medvin	2801 Ponce De Leon Blvd. Suite 370 Coral Gables, FL 33134	100	\$500.00

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of this professional corporation, or at such other

place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness liability to which said professional corporation can at any time subject itself.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Dade County, State of Florida, this 17th day of December, 1996.


Phillip Medvin


STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, Philip Medvin, to me well know to be the person described in and who executed the foregoing Certificate for Incorporation of this Professional-Association and acknowledged before me, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 17th day of December, 1996.

 MIRENA DIAZ
COMMISSION # CC 488034
EXPIRES AUG 27, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida

My Commission Expires:

FILED
96 DEC 19 AM 11:47
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT
OF
PHILIP MEDVIN, A PROFESSIONAL ASSOCIATION:

1. The main office and principal place of business of this professional corporation is:

Philip Medvin, Esq.
2801 Ponce De Leon Blvd., Suite 370
Coral Gables, FL 33134

2. The registered office of this corporation is:

2801 Ponce De Leon Blvd., Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

2801 Ponce De Leon Blvd., Suite 370
Coral Gables, FL 33134

Philip Medvin, a Professional
Association
Interchangeably stated as

BY: Philip Medvin

Philip Medvin, President

Acceptance of Appointment by Resident Agent

The undersigned does herewith accept his appointment as Resident Agent for Philip Medvin, a Professional Association, alternatively and interchangeably stated as Philip Medvin, Chartered, said resident agent's residence address being:

10 Pinta Road
Miami, FL 33133

and said resident agent's office address being:

2801 Ponce De Leon Blvd, Suite 370
Coral Gables, FL 33134

said designated resident agent is familiar with and accepts the obligations of said position.

Philip Medvin
Philip Medvin, Resident Agent

SWORN TO AND SUBSCRIBED before me this 17th day of December, 1996.

NOTARY PUBLIC
MIRENA DIAZ
COMMISSION # CC 498034
EXPIRES AUG 27, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Mirena Diaz
NOTARY PUBLIC

MY COMMISSION EXPIRES: