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Mr. Jay F. Romano
Mr. Joseph Urso
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433
561-347-7100

December 16, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-12/24/96--01109--019
*****70.00 *****70.00

SUBJECT: ROMANO & URSO, P.A.

Dear Department of State:

Enclosed is an original and two (2) copies of the articles of incorporation and a money order for \$70.00. Please forward a filed copy in the enclosed stamped self addressed envelope. Thank You!

**FROM: Jay F. Romano &
Joseph Urso
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433
561-347-7100**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
ROMANO & URSO, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and a natural person, do hereby subscribe and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

Romano & Urso, P.A.
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 7300 West Camino Real, Suite 115, Boca Raton, Florida 33433, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at this address shall be Joseph Urso, 7300 West Camino Real, Suite 115, Boca Raton, Florida 33433.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

<u>Name:</u> Jay F. Romano	<u>Address:</u> 7300 West Camino Real Suite 115 Boca Raton, Florida 33433
Joseph Urso	7300 West Camino Real Suite 115 Boca Raton, Florida 33433

The name and addresses of the incorporators are:

Jay F. Romano
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433

Joseph Urso
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, WE, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seal this 16th day of December, 1996.

Jay F. Romano

Joseph Urso

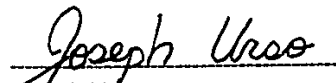
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In Compliance with the laws of the State of Florida, the following is submitted:

First – That Romano & Urso, P.A. desiring to organize under the laws of the State of Florida, has named Joseph Urso as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 16th day of December, 1996.


Joseph Urso
Registered Agent

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TALLAHASSEE, FLORIDA