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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MARTZ & CUTRI, ATTORNEYS AT LAW, P.A.

AUDIT NUMBER.....H97000001244

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

2002/1/22/97

**Articles of Incorporation
of
Martz & Cutri, Attorneys at Law, P.A.**

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:

Martz & Cutri, Attorneys at Law, P.A.

The Corporation is being formed for the practice of law and all other activities permitted under applicable law.

Article II. Address

The mailing address of the Corporation is:

Martz & Cutri, Attorneys at Law, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

James L. Martz
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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James L. Martz FL Bar Member 045438
Martz & Cutri, Attorneys at Law, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-750-7450 • Fax 561-750-7634

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

James L. Martz
Susan L. Cutri

Article VI. Incorporator

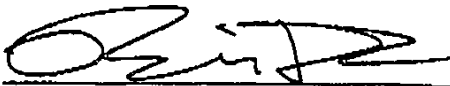
The name and address of the incorporator is:

James L. Martz
Martz & Cutri, Attorneys at Law, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 22, 1997

The undersigned incorporator executed these Articles of Incorporation on January 22, 1997



JAMES L. MARTZ
by B.R. Fons as attorney-in-fact

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James L. Martz FL Bar Member 045438
Martz & Cutri, Attorneys at Law, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-750-7450 • Fax 561-750-7534

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**Certificate of Designation
Registered Agent and Registered Office**

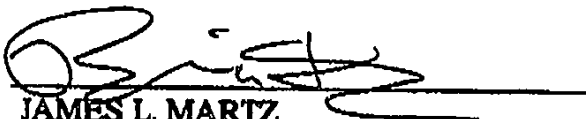
CORPORATION:

Martz & Cutri, Attorneys at Law, P.A.

REGISTERED AGENT:

**James L. Martz
555 South Federal Highway, Suite 400
Boca Raton FL 33432**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES L. MARTZ
by B.R. Fons as attorney-in-fact

Date: 1/22/97

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