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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SHAPIRO & ASSOCIATES, INC.

AUDIT NUMBER.....H97000001437

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
SHAPIRO & ASSOCIATES, P.A.

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ARTICLE I

Corporation Name

The name of the Corporation is: **SHAPIRO & ASSOCIATES, P.A.**

ARTICLE II

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually, to practice law.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:

JEFFREY S. SHAPIRO, ESQ.
16033 N.E. 2ND AVENUE
SUITE #304
NORTH MIAMI BEACH, FL 33162
(305) 632-3999
FL. BAR NO. 352292

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H97000001437**ARTICLE IV****PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI**INITIAL REGISTERED AGENT AND****INITIAL REGISTERED AND PRINCIPAL OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT:	JEFFREY S. SHAPIRO
INITIAL REGISTERED OFFICE:	16853 N.E. 2ND AVENUE, #304 NORTH MIAMI BEACH, FL 33162
INITIAL PRINCIPAL OFFICE OF CORPORATION:	16853 N.E. 2ND AVENUE, #304 NORTH MIAMI BEACH, FL 33162

ACKNOWLEDGEMENT AND CONSENT**OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



**JEFFREY S. SHAPIRO
REGISTERED AGENT**

H97000001437**ARTICLE VII****INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1).

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ARTICLE VIII

The name and address of the initial member of the Board of Directors is:

JEFFREY S. SHAPIRO
16853 N.E. 2ND AVENUE, #304
NORTH MIAMI BEACH, FL 33162

ARTICLE IX**INITIAL DIRECTORS**

The names and addresses of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: JEFFREY S. SHAPIRO
ADDRESSES: 16853 N.E. 2ND AVENUE
NORTH MIAMI BEACH, FL 33162

[Signature]
JEFFREY S. SHAPIRO
INCORPORATOR

STATE OF FLORIDA)
) ;SS
COUNTY OF DADE)

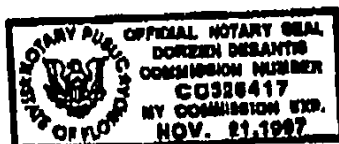
I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared JEFFREY S. SHAPIRO, to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 24th day of JANUARY, 1997, by JEFFREY S. SHAPIRO, who is personally known to me and who did take an oath.

Dorcen De Santis
NAME OF ACKNOWLEDGER; TYPED,
PRINTED OR STAMPED

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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