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| ACCOUNT NO. | : | 072100000032 |
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REFERENCE: 244129 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: January 31, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 244129-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves STEEL HECTOR & DAVIS

> 41st Floor, Ste. 4000 200 S. Biscayne Boulevard Miami, FL 33131-2398

> > DOMESTIC FILING

NAME: MARK B. ROBERTS, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

600002074836--8



ARTICLES OF INCORPORATION OF MARK B. ROBERTS, P.A.

The undersigned incorporator to these Articles of Incorporation, an attorney duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Mark B. Roberts, P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of this Corporation is 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401-6198.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the practice of law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$0.01 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the initial Registered office of this Corporation shall be:

Mark B. Roberts 1900 Phillips Point West 777 South Flagler Drive West Palm Beach, FL 33401-6198

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Mark B. Roberts 1900 Phillips Point West 777 South Flagler Drive West Palm Beach, FL 33401-6198

ARTICLE VII - INCORPORATOR

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

Mark B. Roberts 1900 Phillips Point West 777 South Flagler Drive West Palm Beach, FL 33401-6198

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation this 30th day of January, 1997.

Mark B. Roberts,

Incorporator and Registered Agent

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That Mark B. Roberts, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Mark B. Roberts, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, FL 33401-6198, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated

Corporation, at the place designated in this certificate, I hereby agree to act in this

capacity, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 30th day of January 1997.

Mark B. Roberts, Registered Agent

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SECHLASSEF FLORIDA