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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GUSTAVO J. GARCIA-MONTES, P.A.
AUDIT NUMBER.....H97000001999

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUSTAVO J. GARCIA-MONTES, P.A.

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a professional service corporation (the "Corporation") following Chapter 621, Florida Statutes (the "Act"), to wit:

ARTICLE I - NAME

The name of the Corporation is **GUSTAVO J. GARCIA-MONTES, P.A.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 6780 Coral Way, Miami, FL 33155-1764.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the filing of these articles with the Florida Department of State, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of engaging in every aspect of the practice of law and related activities (its "Practice"). The professional services involved in the Corporation's Practice may be rendered only through its directors, officers, agents and employees who shall be duly authorized and licensed to practice law in the

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Miami, Florida 33183
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State of Florida. The term "employee" does not include clerks, secretaries, bookkeepers and other assistants.

The Corporation shall not engage in any business other than those of its Practice. However, this Corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments, and may own real and personal property necessary for the rendering of its professional services.

ARTICLE V - AUTHORIZED SHARES

A. The Corporation is authorized to issue One Million (1,000,000) shares of common stock, each of such shares of stock to be of One Cent of United States Dollar each (\$0.01) par value and to be entitled to one vote at shareholders' meetings.

B. The shares of stock may be issued, and henceforth will be deemed fully paid and non-assessable, for consideration deemed adequate by the board of directors of the Corporation, as may be permissible under then current Florida Statutes.

C. Notwithstanding the foregoing, the shares of stock of this Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized or licensed to practice law in the State of Florida. In the event that a shareholder:

1. becomes disqualified to practice as a lawyer in the State of Florida, or
2. is elected to a public office or accepts employment, that pursuant to lawyer services, places restriction or limitations upon his/her continued rendering of professional services as a such or
3. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by lawyer or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by lawyer, or in a

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manner inconsistent with the provisions of these Articles, or the bylaws of this Corporation, or

4. suffers an execution to be levied upon his/her shares of stock, or it is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such shares of stock in some person other than the shareholders,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payment for the value of such shares of stock, which, in the absence of bylaws, provisions or written agreement between the Corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the above enumerated events occur. The shareholder whose shares of stock becomes so forfeited and is canceled by the Corporation, shall forthwith cease to be an employee, officer, director or agent of the Corporation, and except in regards to receiving payment for his/her shares of stock in accordance with the foregoing, and payment of any other amount then lawfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further financial interest of any kind in this Corporation.

D. Upon the death or incapacity of a shareholder, his/her shares of stock shall be subject to purchase by the Corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for in the bylaws of this Corporation, or by written agreement between the Corporation and its shareholders or by written agreement among the shareholders, in a manner consistent with the law and these Articles.

E. No shareholder of this Corporation may sell or transfer any of such shareholder's shares of stock in this Corporation except to another individual who is then duly authorized or licensed to practice as a lawyer in the State of Florida.

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H97000001999**ARTICLE VI - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors who shall be duly licensed to practice lawyer in the State of Florida.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his/her successor have been elected and qualified, is:

Name of Director:

Directors' Address:

Gustavo J. Garcia-Montes

7747 S.W. 86 St. Apt. D-309, Miami, FL 33143

ARTICLE VII - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, directors, officers or other persons exercising the Corporation's powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation as well as its independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, in another Corporation or enterprise, whenever such

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persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaw shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders provide that such bylaw shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - INCORPORATOR

The subscriber to these Articles is Gustavo J. Garcia-Montes, whose address has been expressed before, who is an attorney, practicing in Florida, and a member in good standing of the Florida Bar.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **GUSTAVO J. GARCIA-MONTES, P.A.**

SECOND: The address of the Corporation is 6780 Coral Way, Miami, FL 33155-1764.

Corporate officer signature:
Title of officer:


Gustavo J. Garcia Montes, Esq.
President

Date of execution:

January 27, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Authorized signatory:


Gustavo J. Garcia-Montes, Esq.
Registered Agent

Date of execution:

January 27, 1997

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