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ROMANO & URSO, P.A.

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ATTORNEYS AT LAW
7300 West Camino Real
Suite 115
Boca Raton, FL 33433
Telephone: (561) 347-7100

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 1997

Via 2 day-U.S. Mail
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-04/15/97--01015--011
*****70.00 *****70.00

Re: Romano & Associates, P.A.

Dear Clerk:

I have enclosed a check for \$ 70.00 for Incorporation of the above Corporation, please forward a stamped recorded copy in the enclosed stamped envelope.

If you should have any questions, please do not hesitate to contact my office.

Sincerely yours,

Jay F. Romano, Esquire

JFR/gr

OK
4/16/97

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, 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 & Associates, 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</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>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 Jay F. Romano, 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 director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

Name:
Jay F. Romano

Address:
7300 West Camino Real
Suite 115
Boca Raton, Florida 33433

The name and address of the incorporator is:

Jay F. Romano
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, I, the undersigned, being the incorporator 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 20 day of March, 1997.


Jay F. Romano

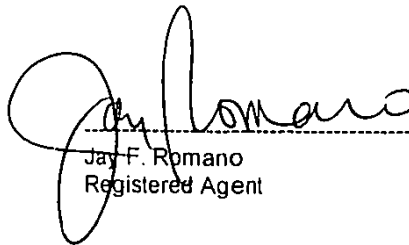
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First – That Romano & Associates, P.A. desiring to organize under the laws of the State of Florida, has named Jay F. Romano 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 21st day of March, 1997.


Jay F. Romano
Registered Agent

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