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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LAWRENCE L. KLAYMAN, P.A.

AUDIT NUMBER.....H97000007312

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

CERT. OF STATUS..0

PAGES..... 5

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(5)

ARTICLES OF INCORPORATION
OF
LAWRENCE L. KLAYMAN, P.A.

SECRET
MAY 11 1997
TALLAHASSEE, FLORIDA

97 MAY -5 AM 8:16

FILED

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law or perform legal services in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is:

LAWRENCE L. KLAYMAN, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is One Boca Place, 2255 Glades Road, Suite 422 A, Boca Raton, Florida 33431. The name of the initial registered agent of the corporation, located at that office is Lawrence L. Klayman.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual unless sooner dissolved by law.

Prepared by: David N. Lazarus, Esq.
1815 Griffin Road, Suite 401
Boca, FL 33004
Telephone: (954) 920-7181
FAX: 390237

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ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

One Hundred (100) shares, One (\$1.00) Dollar par value per share common stock.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law or perform legal services is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

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ARTICLE VIII - INCORPORATORS

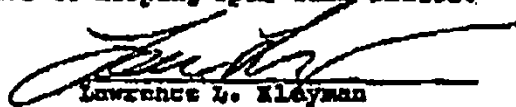
The name and street address of the incorporator signing these Articles of Incorporation is LAWRENCE L. KLAYMAN, ESQUIRE, One Boca Place, 2255 Glades Road, Suite 422 A, Boca Raton, Florida 33431.

All of the authorized shares of capital stock of this Corporation have been subscribed for by Lawrence L. Klayman.

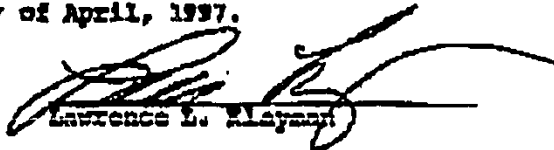
ARTICLE IX - MANAGEMENT

This corporation is to be managed by the stockholders.

Having been named to accept service of process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Lawrence L. Klayman

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, for the purpose of forming a professional corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of April, 1997.


Lawrence L. Klayman

STATE OF FLORIDA }
COUNTY OF PALM BEACH } SS:

BEFORE ME, the undersigned authority, personally appeared

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LAWRENCE L. KLAYMAN, personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Boca Raton, Florida, this 30th day of April, 1997.



DEANE C. CAMPBELL
My Commission CO464482
Expires Dec. 08, 1999
Issued by HAI
800-422-1555

Deane C. Campbell
NOTARY PUBLIC
My Commission Expires:

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