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**MENDOZA, CALLAS & SCHILLING**

ATTORNEYS AT LAW

SIXTH FLOOR - PLAZA CENTER WEST

251 ROYAL PALM WAY

P O BOX 2715

PALM BEACH, FLORIDA 33460

FRANKLIN G. CALLAS  
MARIO G. DE MENDOZA, III  
CHRISTOPHER J. SCHILLING

TELEPHONE (561) 659-1111  
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May 2, 1997

VIA FEDERAL EXPRESS

Domestic Charter Section  
Bureau of Corporate Records  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

400002166234--7  
-05/05/97--01110--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**EFFECTIVE DATE**

05-01-97

Re: MARIO G. de MENDOZA, III, P.A.

Dear sir or madam:

Enclosed herewith to be filed with your office are Articles of Incorporation and designation of resident agent form for the captioned entity. Also enclosed is a check in the amount of \$70.00 representing payment of the following fees:

Filing Fee	\$ 35.00
Designation of	
Resident Agent form	<u>35.00</u>
Total	<u>\$ 70.00</u>

Duplicate copies of the Articles of Incorporation and designation of resident agent form are also enclosed. Please stamp these copies and return them to me in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely,

  
Mario G. de Mendoza, III

MGMIII:ss  
Enclosures

FILED  
97 MAY -5 PM 3:25  
TALLAHASSEE, FLORIDA

7/15-9-97

ARTICLES OF INCORPORATION  
OF  
MARIO G. de MENDOZA, III, P.A.

FILED

97 MAY -5 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

05-01-97

Article I - Name

The name of this corporation is MARIO G. de MENDOZA, III, P.A.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of practicing the profession of law.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value nonassessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but never be less than one (1). The name of the initial director of this corporation is:

MARIO G. de MENDOZA, III  
251 Royal Palm Way  
Suite 602  
Palm Beach, Florida 33480

Article VIII - Incorporator

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

MARIO G. de MENDOZA, III  
251 Royal Palm Way  
Suite 602  
Palm Beach, Florida 33480

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of May, 1997.

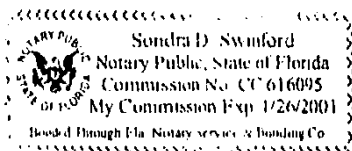
  
\_\_\_\_\_  
Mario G. de Mendoza, III  
Subscriber


STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared MARIO G. de MENDOZA, III, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1 day of May, 1997.

(Notary Seal)



  
\_\_\_\_\_  
Sondra D. Swinford, Notary Public  
My commission expires: 1/26/2001  
My commission number: CC616095

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE  
MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT: MARIO G. de MENDOZA, III, P.A., desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business at 251 Royal Palm Way, Suite 602, Palm  
Beach, Florida 33480, has named MARIO G. de MENDOZA, III, located  
at 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480, as  
its agent to accept service of process within Florida.

SIGNATURE:

  
MARIO G. de MENDOZA, III

TITLE:

Director/Subscriber

DATE:

May 1, 1997

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 FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

FILED

97 MAY -5 PM 3-25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
MARIO G. de MENDOZA, III

DATE:

May 1, 1997