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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

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

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: DANIEL W. LEVIN, P.A.

AUDIT NUMBER.....H97000007737

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

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ARTICLES OF INCORPORATION
OF
DANIEL W. LEVIN, P.A.

I, the undersigned, for the purposes of forming a professional corporation pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

DANIEL W. LEVIN, P.A.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of the date of filing of the Articles.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of engaging in the practice of law under the laws of the State of Florida, and to transact any or all lawful business permitted by a professional service corporation under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

c/o Jerald A. Freshman
9130 S. Dadeland Blvd
Suite 1701
Miami, Florida 33156

Prepared By:
Paul H. Freeman, Esq.
8100 S. Dadeland Blvd.
Suite 1406
Miami, Florida 33156
Florida Bar - 161840

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**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	7,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

**ARTICLE VI
PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be:

9100 South Dadeland Blvd.
Suite 1406
Miami, Florida 33158

The name of the initial Registered Agent of this Corporation at the aforementioned address is: **PAUL H. FREEMAN.**

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**ARTICLE VIII
INCORPORATOR**

The name and address of each Incorporator is as follows:

**PAUL H. FREEMAN
9100 South Dadeland Blvd.
Suite 1408
Miami, Florida 33156**

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

**DANIEL W. LEVIN
9130 S. Dadeland Blvd.
Suite 1701
Miami, Florida 33156**

**ARTICLE X
MISCELLANEOUS**

A. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

B. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the

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Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.


C. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

D. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

E. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

F. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such other Corporation.

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


PAUL H. FREEMAN

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STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this ___
day of May, 1997, by PAUL H. FREEMAN, who is personally known to me or who has
produced sufficient evidence of identification (described below) and who did take an oath.

Description of identification produced: personally known

Alexander J. Borges
NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____

COMMISSION NO.: _____

COMMISSION EXP. DATE: _____

Notary Name/Commission No./Exp. Date Handwritten or printed



ALEXANDER J. BORGES
My Commission CC326928
Expires Oct. 31, 1997

The undersigned hereby accepts designation as Registered Agent of the
Corporation.

Paul H. Freeman
PAUL H. FREEMAN

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