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May 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Adenet Medacier, P.A. We also enclose a copy of said articles for a certified copy.

Truly,



Adenet Medacier, Esq.
For the firm

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
ADENET MEDACIER, P.A.**

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DIVISION OF CORPORATIONS
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The undersign subscriber to these articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of ATTORNEY AT LAW in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is ADENET MEDACIER, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of LAW as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of his Corporation.
3. The services of this Corporation which consist of the practice of LAW shall be carried out only through officers, employees and agents who are active members of The Florida Bar, in good standing and licensed in Florida to render the service of LEGAL SERVICES / COUNSELOR AT LAW.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules of the Florida Bar, or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a no par value of per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 3164 N.W. 42nd Street, Lauderdale Lakes, Florida 33309, and the name of its initial registered agent is Adenet Medacier. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS.

The Corporation shall be managed by a Board of Directors of at least (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
Adenet Medacier	3164 N.W. 42nd Street, Lauderdale Lakes, Florida 33309

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law are as follows:

NAME	ADDRESS
Adenet Medacier	3164 N.W. 42nd Street, Lauderdale Lakes, Florida 33309

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional service, then the Corporation shall require him or her to comply with the Florida Professional Services Corporation Act by severing all employment with and financial interest in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

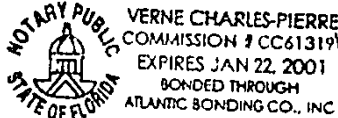
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 5th Day of May, 1997.


Adenet Medacier, Esq.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared Adenet Medacier, to me well known and known to me to be the person described in, who produced his Florida Driver License M326-000-67-306-0 and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and seal, this the 5th day of May, A.D., 1997.
In the aforesaid County and State.

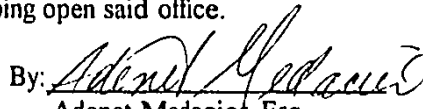



NOTARY PUBLIC

My commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept services of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Adenet Medacier, Esq.

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