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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

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NAME: LAW OFFICES OF ROBERT J. DOWNING, P.A.

AUDIT NUMBER.....H97000007915

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ROBERT J. DOWNING, P.A.
REF: W97000011227

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION OF
ROBERT J. DOWNING, P.A.**

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97 MAY 15 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional service corporation for pecuniary profit under the provisions of Chapter 607 and 621 of the Florida statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this professional service corporation is ROBERT J. DOWNING, P.A.

ARTICLE II

The professional service corporation shall have the authority to engage in the practice of the profession of law authorized under the laws of the United States of America and the State of Florida, including but not limited to performing any and all acts whatsoever in order to implement the business purpose of this corporation.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

The date and time of commencement of the corporation existence shall be the date of filing of these Articles by the Department of State.

ARTICLE V

This corporation is authorized to issue One Thousand (1,000) shares of common stock of \$1.00 par value per share.

ARTICLES VI

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by a vote of a majority of the shareholders, but shall never be less than one (1). The name and address of the initial director and initial incorporator is:

Robert J. Downing
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

ROBERT J. DOWNING, P.A.
1390 BRICKELL AVENUE, SUITE 200
MIAMI, FLORIDA 33131
TELEPHONE (305) 371-5540

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EMPIRE CORPORATE KIT

MAY-15-1997 09:54

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ARTICLE VII

The name and address of the initial registered agent and the initial registered office is:

Robert J. Downing
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

The UNDERSIGNED Incorporator, for the purpose of forming a Professional Service Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Robert J. Downing
Robert J. Downing

STATE OF FLORIDA)

1 SS:

COUN'TY OF DADE)

BE IT REMEMBERED that to this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, Robert J. Downing, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 14
day of May, 1997.

James B. Dixon
NOTARY PUBLIC

DATE COMMISSION EXPIRES

LOURDES S. GINN
Notary Public State of Florida
My commission expires May 28, 1998
Commission # C-067199
Fla. Notary Service & Consulting Co.

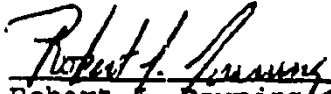
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Robert J. Downing Esq.
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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