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BARON AND CLIFF
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

RICHARD BARON, P.A.
NANCY J. CLIFF, P.A.

FILED
MAY 16 PM 11
TALLAHASSEE
SUITE 307
11077 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33166
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May 13, 1997

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

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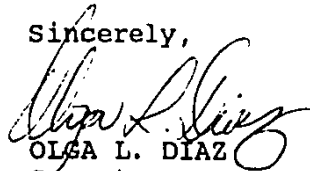
RE: Biscayne Law Partners
Our File No. 558.11

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the filing fee. Please file the articles and send us notification of same.

As always, your assistance in this matter is appreciated.

Sincerely,


OLGA L. DIAZ
Secretary

/od
encl.

F. CHENIER

MAY 20 1997

**ARTICLES OF INCORPORATION
OF
BISCAYNE LAW PARTNERS, P.A.**

FILED
97 MAY 16 PM 1:57
TALLAHASSEE, FLORIDA

NAME OF CORPORATION

The name of this corporation is Biscayne Law Partners, P.A.

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles with the Secretary of State, or until dissolved by a vote of the shareholders as hereafter provided.

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 thereto. 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 as incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

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

CAPITAL STOCK

This corporation is authorized to issue 100 shares of a single class of common stock having a par value of one dollar (\$1.00).

PRINCIPAL OFFICE AND AGENT

The address of the corporation's principal office is 11077 Biscayne Blvd., Suite 307, Miami, Florida 33161. The name and address of the initial registered agent of the corporation at that address is Richard Baron.

DIRECTORS

This corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1) and the names and addresses of the initial directors are:

Richard Baron, 11077 Biscayne Boulevard, Suite 307, Miami, Florida 33161.

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office shall be for two years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

INCORPORATORS

The name and address of each incorporator signing these articles as an incorporator is:

Richard Baron, 11077 Biscayne Blvd., Suite 307, Miami, Florida 33161

BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the certificate of incorporation. Following the adoption of bylaws by a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

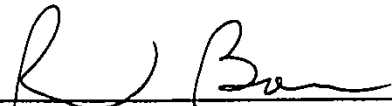
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the shareholders.

DISSOLUTION

This corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 51% of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

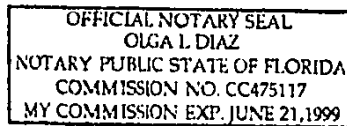
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on the 12 day of May, 1997.


RICHARD BARON

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Richard Baron**, known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12th day of May, 1997.



Olga L. Diaz
NOTARY PUBLIC, State of Florida

ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for the above named corporation, at the place designated in these articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Richard Baron
RICHARD BARON, Registered Agent

FILED
97 MAY 16 PM 1:57
TALLAHASSEE, FLORIDA