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May 29, 1997

AFFILIATED COUNSEL:  
IN MIAMI, FLORIDA  
CANTOR & MORANTE, P.A.  
IN WASHINGTON, D.C.  
JONES & BLOUCH L.L.P.

Via Federal Express

Department of State  
Division of Corporations  
New Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/30/97--01112--010  
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Re: Andrew V. Tramont, P.A. - Articles of Incorporation

Dear Madam or Sir:

Enclosed for filing is the original and two copies of the Articles of Incorporation for Andrew V. Tramont, P.A., a for-profit corporation, together with our check in the amount of \$122.50 for the filing fee, certified copy and registered agent designation.

Please return a certified copy of the Articles to me, using the enclosed Federal Express envelope, charged to our account.

Very truly yours,

*Elizabeth A. Dombroski*  
Elizabeth A. Dombroski  
Secretary to Andrew V. Tramont

/ead  
Enclosures  
20441

JUN 1 1997

FILED  
97 MAY 30 AM 8:27  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**ANDREW V. TRAMONT, P.A.**

**FILED**

**97 MAY 30 AM 8:27**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name and initial address of this corporation shall be: ANDREW V. TRAMONT, P.A., 201 South Biscayne Boulevard, Miami Center - Suite 2300, Miami, Florida 33131.

**ARTICLE II**  
**DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The general purpose for which the corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 777 Brickell Avenue, Suite 500, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Raul A. Cuervo, Esq.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Andrew V. Tramont	201 South Biscayne Blvd., Suite 2300 Miami, Florida 33131

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is Andrew V. Tramont, 201 South Biscayne Boulevard, Miami Center - Suite 2300, Miami, Florida 33131.

**ARTICLE VIII**  
**ELIGIBLE SHAREHOLDERS**

A. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice law in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the bylaws of this corporation; or

- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

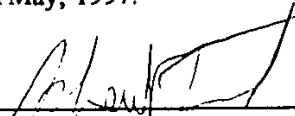
B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

#### **ARTICLE IX** **INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 29th day of May, 1997.

  
\_\_\_\_\_  
Andrew V. Tramont, Incorporator

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

FILED

MAY 30 AM 8:27

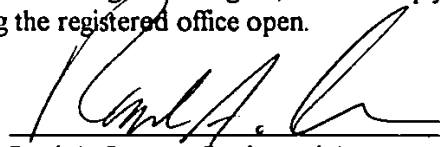
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First, that Andrew V. Tramont, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named Raul A. Cuervo, Esq., located in the City of Miami, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
Raul A. Cuervo, Registered Agent

DATED: this 29th day of May, 1997.