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AUTHORIZATION : Patricia [signature]
COST LIMIT : \$ 122.50

ORDER DATE : June 9, 1997
ORDER TIME : 10:07 AM
ORDER NO. : 420872-005
CUSTOMER NO: 4337904

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CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: THERREL BAISDEN & MEYER WEISS,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

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97 JUN -9 AM 11:32
DIVISION OF CORPORATION
MALLIN... FLORIDA

JUN - 9 1997

5/97

ARTICLES OF INCORPORATION

OF

THERRREL BAISDEN & MEYER WEISS, P.A.
a Florida corporation

The undersigned natural person, competent and licensed to practice in the State of Florida, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:

THERRREL BAISDEN & MEYER WEISS, P.A.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The specific nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services under the laws of the State of Florida to practice therein.

The corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$1.00 per share which shall be designated "Common Shares."

None of the shares of this corporation may be issued to anyone other than an individual in good standing and duly licensed to practice law in the State of Florida.

**ARTICLE IV
DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 5th day of June, 1997.

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

The corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: NICHOLAS M. DANIELS, ESQ.

INITIAL REGISTERED OFFICE: 1111 Lincoln Road Mall
Suite 500
Miami Beach, Florida 33139

**ARTICLE VI
DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by a resolution of the majority of the stockholders, but shall never be less than one (1). If required by the ethics of the profession, directors shall be required to possess the same professional qualifications as stockholders are required to possess. The names and addresses of the members of the first Board of Directors are:

Fred R. Stanton 1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

Nicholas M. Daniels 1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

Ellen Rose 1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Nicholas M. Daniels 1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the corporation is:

1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

**ARTICLE IX
MAILING ADDRESS**

The mailing address of the corporation is:

1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

**ARTICLE X
VOTING TRUSTS**

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.


**ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES**

No stockholder of this corporation may sell or transfer such stockholder's shares therein except to another individual who is eligible to be a stockholder of this corporation. If any stockholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon such stockholder's continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the stockholders and the corporation shall sever all financial interest of such stockholder in accordance with the provisions of Section 621.10 of the Florida Statutes (or any corresponding provisions of succeeding law).

**ARTICLE XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

IN WITNESS WHEREOF, I, the undersigned incorporator have executed these Articles of Incorporation this 5th day of June, 1997.


Nicholas M. Daniels,
Incorporator

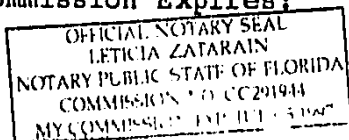
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Nicholas M. Daniels, to me known to be the incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in Miami Beach, in the County and State aforesaid, this 5th day of June, 1997.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

THERREL BAISDEN & MEYER WEISS, P.A.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that THERREL BAISDEN & MEYER WEISS, P.A., desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Nicholas M. Daniels, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

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


Nicholas M. Daniels

FILED
MAY 11 1984
MIAMI BEACH, FLORIDA