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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RODRIGUEZ-ECHEVERRIA & ASSOCIATES, P.A.

AUDIT NUMBER.....H97000009881

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: RODRIGUEZ-ECHEVERRIA & ASSOCIATES, P.A.
REF: W97000014084

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 registered agent and registered office listed in your articles of incorporation must be consistent 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 (804) 487-6973.

Claretha Golden
Document Specialist

FAX Aud. #: E97000009881
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(S)
ARTICLES OF INCORPORATION
OF

Rodriguez-Echeverria & Associates, P.A.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Rodriguez-Echeverria & Associates, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 330 S.W. 27 Avenue Suite 604, Miami Florida 33135

ARTICLE III PURPOSE

The purpose of this corporation shall be: Law office

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares having NO individual par value.

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1432 West Flagler Street #200
Miami, Florida 33135-2200
(305) 541-3834

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EMPIRE CORPORATE KIT COMPANY
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(305) 541-3834

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

M. Victoria Rodriguez-Echeverria 330 S.W. 27 Avenue Suite 605
Miami, Florida 33135

ARTICLE VI BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

M. Victoria Rodriguez-Echeverria 330 S.W. 27 Avenue Suite 605
Miami, Florida 33135

ARTICLE VII OFFICER(S)

The name, title and address of the officers of this corporation shall be:

PRES./V.P./TREAS./SEC.
M. Victoria Rodriguez-Echeverria 330 S.W. 27 Avenue Suite 605
Miami, Florida 33135


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ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be: EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET SUITE 200
MIAMI FLORIDA 33135

The undersigned has(have) executed these Articles of Incorporation this 16 day of JUNE, 1997.



Incorporator
RAY C. STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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SEAL
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

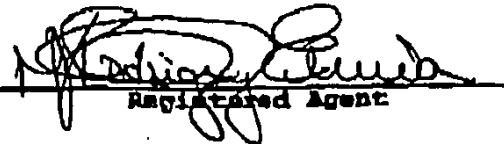
Pursuant to the provisions of section 621., Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Rodriguez-Echeverria & Associates, P.A.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named M. Victoria Rodriguez-Echeverria
(Name of Registered Agent)
located at 330 S.W. 27 Avenue Suite 605
City of Miami County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Registered Agent

1-97000009881