



DAVID J. AUDLIN, JR.
ATTORNEY AT LAW

3970000.65745

July 1, 1997

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

500002239085--5
-07/16/97--01026--012
*****70.00 *****70.00

Re: Articles of Incorporation – Maria Betancourt, Attorney at Law, P.A.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for a new Florida Corporation which is to be named "Maria Betancourt, Attorney at Law, P.A.." A check in the amount of \$70.00 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,

David J. Audlin, Jr.
Attorney at Law, P.A.

FILED
97 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-16524



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1997

DAVID J. AUDLIN JR., ESQ.
EATON STREET PROFESSIONAL CENTER
524 EATON STREET, SUITE 110, #113-#114
KEY WEST, FL 33040

SUBJECT: MARIA BETANCOURT, ATTORNEY AT LAW, P.A.
Ref. Number: W97000016524

We have received your document for MARIA BETANCOURT, ATTORNEY AT LAW, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return the original and one copy of 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 (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 797A00036526



DAVID J. AUDLIN, JR.
ATTORNEY AT LAW

July 22, 1997

Agnes Lunt, Corporate Specialist
Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

Certified Mail # Z 448 864 939

Re: Articles of Incorporation – Maria Betancourt, Attorney at Law, P.A.
Letter #797A00036526

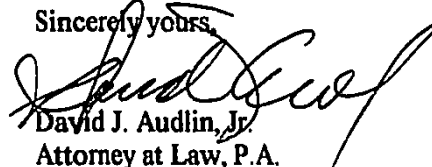
Dear Ms. Lunt:

Enclosed please find revised Articles of Incorporation for a new Florida Corporation, "Maria Betancourt, Attorney at Law, P.A." which have been modified to meet the requirements set forth in your letter dated July 17, 1997.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,



David J. Audlin, Jr.
Attorney at Law, P.A.

**ARTICLES OF INCORPORATION
OF**

MARIA BETANCOURT, ATTORNEY AT LAW, P.A.

FILED
97 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is MARIA BETANCOURT, ATTORNEY AT LAW, P.A.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 515 Whitehead Street, Key West, Monroe County, FL 33040.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: MARIA BETANCOURT, 515 Whitehead Street, Key West, Monroe County, FL 33040.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation is: MARIA BETANCOURT, 515 Whitehead Street, Key West, Monroe County, FL 33040.

ARTICLE VI. DURATION OF CORPORATION

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose of the corporation is to practice law. The sole and exclusive professional service to be rendered by the corporation is law.

ARTICLE VIII. SUBCHAPTER S LIMITATIONS

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

ARTICLE IX. CORPORATE MANAGEMENT

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

ARTICLE XI. VOTING OF SHARES AND TRANSFERRABILITY

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

ARTICLE XII. RIGHTS AND POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE XII. ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

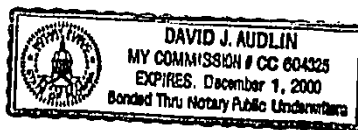
Executed by the undersigned at Key West, Monroe County, Florida, on this 10th day of July, 1997.

Maria Betancourt
MARIA BETANCOURT,

ATTORNEY AT LAW INCORPORATOR & REGISTERED
AGENT

Sworn to and subscribed before me, the undersigned authority, by MARIA BETANCOURT,
ATTORNEY AT LAW, who is personally known to me, on this 10th day of July, 1997.

David J. Audlin
NOTARY PUBLIC



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97 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA