



THE UNITED STATES
CORPORATION
COMPANY

P 970000 71604

ACCOUNT NO. : 072100000032

REFERENCE : 497251 10036A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : August 14, 1997

ORDER TIME : 3:24 PM

ORDER NO. : 497251-005

CUSTOMER NO: 10036A

400002267884--7

CUSTOMER: David M. Dobin, Esq
DAVID M. DOBIN, ESQ

4555 Adams Avenue

Miami Beach, FL 33140

DOMESTIC FILING

NAME: Porter INC.
PARKER, SMITH & CO., LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG 14 AM 9:38
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 PM 4:30
TALLAHASSEE, FLORIDA

SN AUG 18 1997

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: PARKER, SMITH & CO., LTD.
Ref. Number: W97000018886

RESUBMIT

Please give original
submission date as file date

We have received your document for PARKER, SMITH & CO., LTD. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00041437

*Please Return
ASAP*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

Porter
We have received your document for ~~PARKER~~, SMITH & CO., INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00041601

RECEIVED
97 AUG 19 AM 8:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
PORTER, SMITH & CO., INC.

FILED
97 AUG 14 AM 9:38
SEC. L. CLERK OF DISTRICT CLERK
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PORTER, SMITH & CO., INC.

The address of the principal office of this corporation shall be 18151 Northeast 31st Court, Suite 714, Aventura, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Sol Cherwin	18151 Northeast 31st Court, Suite 714
Dir./Pres./ Sec./Treas.	Aventura, Florida 33160

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on August 14, 1997.

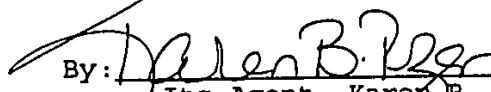
CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

LRD/wce

FILED
97 AUG 14 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA