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WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

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2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411
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September 2, 1997

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MICHAEL R. JENKS, P.A.
DAVID K. THARP, P.A.
WAYNE T. GILL, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES B. MIRMAN, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. McCLUSKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERTA J. KARP
JOHN G. WHITE, III
G. BART BILLBROUGH
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DAVID M. McDONALD
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JULIEAN RICE-CHAROUHIS
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DANIEL A. SHAPIRO
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OF COUNSEL
SAMUEL O. CARSON
WILLIAM J. GRAY
MARTIN E. SEGAL, P.A.
RHETT P. DOVE, III

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: R.W. Payne, Jr., P.A.
Articles of Incorporation
Our File No. 0268-0004-00

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence on the date on which the Articles were signed, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

EFFECTIVE DATE

09-17-97

J. Madeau SEP 23 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Records Bureau
September 2, 1997
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Thank you for your attention to this matter.

Very truly yours,


Charles P. Sacher

CPS:rbm
Enclosures
cc: R.W. Payne, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-17-97

ARTICLES OF INCORPORATION
OF
R. W. PAYNE, JR., P.A.

I, R. W. PAYNE, JR., the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract as an attorney at law duly licensed to render professional service as such, do hereby associate myself in the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

R. W. PAYNE, JR., P.A.

ARTICLE II
PRINCIPAL ADDRESS

The address of the Corporation shall be:

4341 Mayfair Drive
Miami, Florida 33133

ARTICLE III
NATURE OF BUSINESS

The general 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 at law duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law in such state.

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed by the laws of the State of Florida as an attorney at law and practicing, by virtue of further training and experience, in the field of law is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law in such state.

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To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed by the State of Florida through participation in general partnerships or limited partnerships (whether the corporation be a general or limited partnership) so long as the participating partner or partners are authorized to carry on the same business of rendering the same professional services to the public either as a duly licensed attorney at law or as a corporation formed under Chapters 608 and 621, Florida Statutes.

To engage in every phase and aspect of the business of rendering the same professional services to the public that are usual and incident to the practice of law in conformity with the practice of law by a duly licensed attorney at law under the laws of the State of Florida, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to perform such professional services as may be incident to the practice of law in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida, or of any other state or country and not prohibited by the professional service corporation act provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV
CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) No shares of stock of this corporation may be issued to anyone other than the individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

(3) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(4) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$500.00 Dollars.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, R. W. Payne, Jr., P.A., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE VIII
DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws. All Directors of this corporation must be duly licensed to render the same professional services of this corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the member of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until his successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
R. W. Payne, Jr., Esquire	4341 Mayfair Drive Miami, Florida 33133

ARTICLE IX
SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
R. W. Payne, Jr., Esq.	4341 Mayfair Drive Miami, Florida 33133

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting power of any or all of his shares.

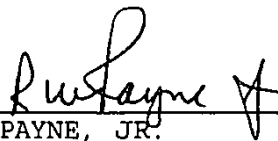
ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to this shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the date of the execution of these Articles, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, R.W. PAYNE, JR., the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set my hand and seal this 17th day of September, 1998.

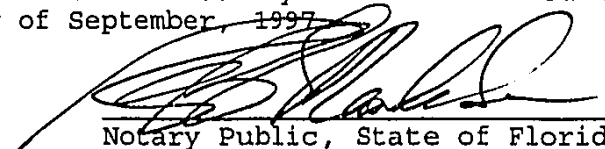


R.W. PAYNE, JR. (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit: R. W. PAYNE, JR., to me well known and known to me to be the individual of the name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 17th day of September, 1998.



Notary Public, State of Florida
at Large

My commission expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for R. W. Payne, Jr., P.A. at place designated in ARTICLE VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Sackel (SEAL)
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-17-97