

STEEL ■
HECTOR
■ DAVIS

Steel Hector & Davis LLP
200 South Biscayne Boulevard
Miami, Florida 33131-2398
305.577.7000
305.577.7001 Fax

October 1997
P970000 86430
A OVERNIGHT DELIVERY

Ms. Elizabeth Gleaton
Steel Hector & Davis LLP
215 South Monroe, Suite #601
Tallahassee, FL 32301-1804

000002313950--4
-10/07/97--01044--024
***122.50 ***122.50

Re: Joseph P. Klock, Jr., P.A.

Dear Elizabeth:

Enclosed please find Articles of Incorporation of Joseph P. Klock, Jr., P.A. to be filed immediately upon your receipt of same. Please return to my attention a certified copy of the Articles of Incorporation.

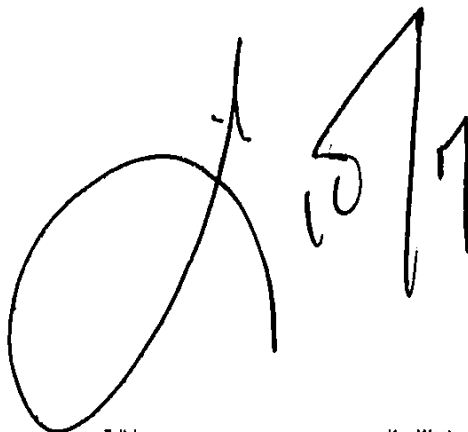
Thank you for your assistance in this matter.

Yours sincerely,



Debra Kirschner
Legal Assistant

/dek
Enclosure



EFFECTIVE DATE
10-6-97

FILED
RECEIVED
97 OCT -7 PM 12:32 97 OCT -7 AM 10:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

West Palm Beach
501.650.7200
501.655.1509 Fax

Tallahassee
904.222.2300
904.222.8410 Fax

Key West
305.292.7272
305.292.7271 Fax

Corncos
582.951.4105
582.951.4106 Fax

ARTICLES OF INCORPORATION
OF
JOSEPH P. KLOCK, JR., P.A.

The undersigned incorporator to these Articles of Incorporation, an attorney
duly licensed to render services as such under the laws of the State of Florida, hereby
forms a Professional Corporation for profit pursuant to the provisions of the
Professional Service Corporation Act and other laws of the State of Florida.

FILED
97 OCT -7 PM 12:33
SEC
TALL

EFFECTIVE DATE
10-6-97

ARTICLE I - NAME

The name of this corporation shall be:
Joseph P. Klock, Jr., P.A. (the "Corporation").

ARTICLE II - MAILING ADDRESS

The mailing address of this Corporation is 200 South Biscayne Boulevard, 41st
Floor, Miami, Florida 33131-2398.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful
business for a professional corporation organized under the Professional Service
Corporation Act of the State of Florida engaged in the practice of law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value One Cent (\$.01) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the initial Registered office of this Corporation shall be:

Joseph P. Klock, Jr.
200 South Biscayne Boulevard
41st Floor
Miami, Florida 33131-2398

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The name and address of the initial director of the Corporation is Joseph P. Klock, Jr., 200 South Biscayne Boulevard, 41st Floor, Miami, Florida 33131-2398.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE


The corporate existence shall commence on October 6, 1997, which is the date of subscription and acknowledgment of these Articles of Incorporation, which shall be filed with the Department of State within five (5) days hereof, exclusive of holidays.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Joseph P. Klock, Jr.
200 South Biscayne Boulevard
41st Floor
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 6th day of October, 1997.



Joseph P. Klock, Jr.
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

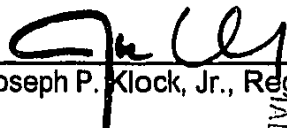
WITNESSETH:

That Joseph P. Klock, Jr., P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Joseph P. Klock, Jr., located at 200 South Biscayne Boulevard, 41st Floor, Miami, Florida 33131-2398, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 6th day of October, 1997.



Joseph P. Klock, Jr., Registered Agent

FILED
97 OCT -7 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA