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NAME: ROBERT FLAVELL, PA.

AUDIT NUMBER.....H97000018037

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

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF ROBERT FLAVELL, P.A.**

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is ROBERT FLAVELL, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of law and to carry on services incident thereto. The sole and exclusive professional service to be rendered by the corporation is the practice of law. The corporation may own property, both real and personal, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation. The professional services of the corporation shall be carried out only through officers, employees, and agents, each of whom has been licensed to practice the profession of law in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is five hundred (500) shares. Such shares shall be of a single class of common stock, and shall be without par value.

This document prepared by:
Robert Flavell, Esq.
Florida Bar No. 909203
200 South Biscayne Boulevard, Suite 4000
Miami, Florida 33131
(305) 377-2500

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ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law or perform the service of accounting is not less than five hundred (500) dollars.

ARTICLE VI. PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the corporations principal office is 200 South Biscayne Boulevard, Suite 4600. City of Miami, County of Dade, State of Florida 33131. The name of the initial registered agent of the corporation, located at such office, is Robert Flavell.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: all powers inherent and incidental to the practice of the profession of public accounting, including but not limited to the power to own property, both real and personal, to enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
Robert Flavell	200 South Biscayne Boulevard, Suite 4600 Miami, Florida 33131.

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors The number of directors constituting the initial board of directors is one (1) and the names and addresses of The initial directors are:

Names	Addresses
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Robert Flavell

200 South Biscayne Boulevard, Suite 4600
Miami, Florida 33131.

The Initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the Section and -qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Miami, Florida on October 29, 1997.


Robert Flavell

STATE OF FLORIDA

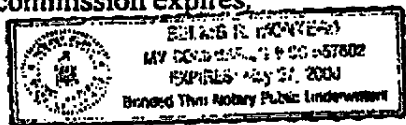
COUNTY OF DADE


The foregoing instrument was acknowledged before me this 29th day of October, 1997 by Robert Flavell, who is personally known to me or who has produced a Florida Driver's License as Identification and who did not take an oath

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My commission expires:




Notary Public

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ROBERT FLAVELL, P.A. at the place designated in the Articles of Incorporation, the is familiar with and accepts the obligations of that position pursuant to FS 607.0501(3).


Robert Flavell

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