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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALAYON LEVINE PENA, P.A.

AUDIT NUMBER.....H97000018571

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
ALAYON LEVINE PEÑA, P.A.**

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ALAYON LEVINE PEÑA, P.A.

ARTICLE II - PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE III - PURPOSE

The purpose of this corporation shall be to engage in the business of providing legal services and all related services, and in all business incidental thereto and may engage in any activity or business permitted under the Florida Professional Services Corporation Act. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares having an individual par value of One Cent (\$01).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

*Document Prepared by:
Ivette Hulphen Leon, Esq.
Florida Bar No.: 981834
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
Tel: (305) 221-2110*

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ARTICLE VI - BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

Richard A. Alayon, Esq.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VII - OFFICER(S)

The name, title and address of the officers of this corporation shall be:

Richard A. Alayon, Esq.
President, Secretary & Treasurer
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

Edward W. Levine, Esq.
Vice-President
7643 S.W. 102nd Place
Miami, Florida 33173

Maria E. Peña, Esq.
Vice-President
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VIII - INCORPORATOR(S)

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

Richard A. Alayon, Esq.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175


Edward W. Levine, Esq.
7643 S.W. 102nd Place
Miami, Florida 33173

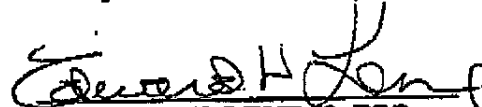
Maria E. Peña, Esq.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida

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IN WITNESS WHEREOF, the undersigned, as the Incorporator(s), have executed the foregoing Articles of Incorporation this 7th day of November, 1997.


RICHARD A. ALAYON, ESQ.
Incorporator



EDWARD W. LEVINE, ESQ.
Incorporator


MARIA E. PEÑA, ESQ.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared RICHARD A. ALAYON, ESQ., EDWARD W. LEVINE, ESQ., MARIA E. PEÑA, ESQ., to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 7th day of November, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



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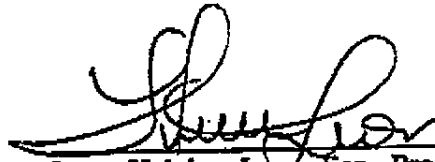
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.

Dated this 7th day of November, 1997.


Ivette Holphen Loen, Esq., President
A&P Registered Agent, Inc.

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