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BARBARA B. GIMENEZ
Attorney at Law

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

Telephone: (305) 531-2545
Telefax: (305) 531-2365

November 13, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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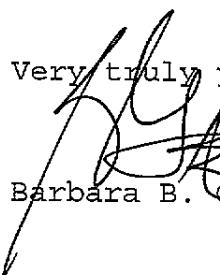
Re: Incorporation of BARBARA B. GIMENEZ, P.A.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation of BARBARA B. GIMENEZ, P.A., together with a check in the amount of \$122.50 which represents the filing fee.

Please return a stamped copy of the Articles after filing.

Thank you for your assistance in this matter.

Very truly yours,

Barbara B. Gimenez

BBG/ldc
Enclosures as noted.
RE:SecSt.lt3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11/18/97

ARTICLES OF INCORPORATION

OF

FILED

BARBARA B. GIMENEZ, P.A.

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The undersigned, acting as incorporator, SECRETARY OF STATE
TALLAHASSEE, FLORIDA, corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be

BARBARA B. GIMENEZ, P.A.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in the practice of law as permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

BARBARA B. GIMENEZ

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME (S)

ADDRESS (ES)

BARBARA B. GIMENEZ

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME (S)

ADDRESS (ES)

BARBARA B. GIMENEZ

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

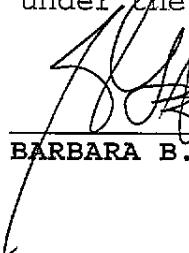
ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

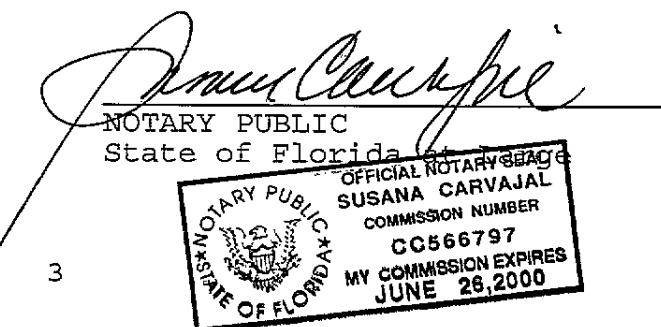

BARBARA B. GIMENEZ

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared BARBARA B. GIMENEZ, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 13th day of November, 1997.

My Commission Expires:



REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That BARBARA B. GIMENEZ, P.A., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named BARBARA B. GIMENEZ, located at 420 Lincoln Road, Suite 600, Miami Beach, Florida 33139, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

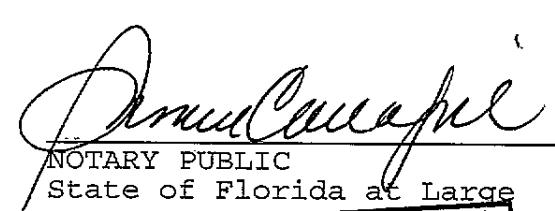

BARBARA B. GIMENEZ

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared BARBARA B. GIMENEZ to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

WITNESS my hand and seal on this 13th day of November, 1997.

My Commission Expires:


NOTARY PUBLIC
State of Florida at Large

