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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: SHELDON BECHER, P.A.

AUDIT NUMBER.....H97000020690

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

CERT. OF STATUS..0

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F. CHESSER DEC 17 1997

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**ARTICLES OF INCORPORATION**

**OF**

**SHELDON BECHER, P.A.**

FILED  
91 DEC 17 AM 7:43  
SHELDON BECHER, P.A.  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, who is licensed or otherwise legally authorized to practice accounting as a Certified Public Accountant in the State of Florida, do hereby form a professional corporation in accordance with the Florida Professional Service Corporation Act [Chapter 620 of the Florida Statutes] and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**

**NAME**

The name of this corporation is:

**SHELDON BECHER, P.A.**

**ARTICLE II**

**PRINCIPLE OFFICE AND INITIAL REGISTERED AGENT**

The address of the Corporation's principle office is 300 Sevilla Avenue, Coral Gables, Florida 33134. The name of the initial registered agent of the Corporation located at that office is SHELDON BECHER.

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 448-8282

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**ARTICLE III**

**DURATION**

The period of the Corporation's duration shall be perpetual or until dissolved on a vote of the shareholders.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation is to engage in the practice of accounting as a Certified Public Account and to carry on services incident to the practice accounting. The practice of accounting is the sole and exclusive professional service to be rendered by this Corporation.

**ARTICLE V**

**CAPITAL STOCK**

The total number of shares of stock which the Corporation shall be authorized to issue or have outstanding at any one time is 100 shares. The shares of capital stock of the corporation shall be of a single class of common stock and shall have a par value of \$1.00 per share.

**ARTICLE VI**

**MAILING ADDRESS**

The mailing address for this professional association is 300 Sevilla Avenue, Coral Gables, Florida 33134.

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ARTICLE VI

CORPORATE POWERS

The professional association shall have all the rights and powers or subsequently conferred on professional corporation by the laws of the State of Florida.

ARTICLE VII

INCORPORATOR

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

SHELDON BECHER,  
300 Sevilla Avenue,  
Coral Gables, Florida

ARTICLE VIII

DIRECTORS

The initial number of Directors of this Corporation shall be one (1). The number of directors may either be increased or decreased from time to time by a vote of the shareholders in conformity with the bylaws of the Corporation which shall never be less than one (1).

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the

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H97000020690

Corporation's existence or until his successor is elected and qualified is:


SHELDON BECHER, 300 Sevilla Avenue, Coral Gables, Florida 33134

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for other purposes shall be vested exclusively in the holder's of the outstanding common shares.


Dated this 26 day of November, 1997.

  
SHELDON BECHER

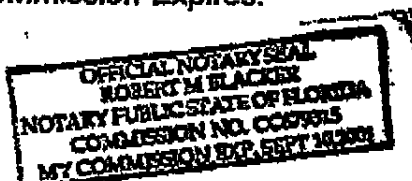
STATE OF FLORIDA )  
                              )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared SHELDON BECHER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 26 day of Nov, 1997.

  
Notary Public, State of  
Florida at Large

My Commission Expires:



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SHELDON BECHER, P.A.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT SHELDON BECHER, P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED SHELDON BECHER, AT 300 SEVILLA AVENUE, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

SHELDON BECHER

Title: Incorporator

Date: 11-26-97

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TALLAHASSEE, FLORIDA

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 

SHELDON BECHER  
(Registered Agent)

Date: 11-26-97

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