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FABIO A. RUIZ-ROJAS
ATTORNEY AT LAW

2350 CORAL WAY, SUITE 201
MIAMI, FLORIDA 33145

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December 11, 1997

State of Florida
Secretary of State
P. O. Box 6327
Tallahassee, FL 33234

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-12/16/97-01011--006
****122.50 ****122.50

Re: Fabio A. Ruiz-Rojas, P.A.

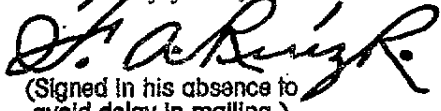
Gentlemen:

Enclosed please find the Articles of Incorporation for the above P.A.

I am also enclosing my office check in the amount of \$122.50 for processing.

Thank you for your cooperation in this matter.

Very truly yours,



(Signed in his absence to
avoid delay in mailing.)
FABIO A. RUIZ-ROJAS, ESQ.

FARR/mg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 10:44

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FABIO A. RUIZ-ROJAS, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Professional Association under the laws of the State of Florida.

ARTICLE I. NAME

The name of the chartered Professional Association shall be: FABIO A. RUIZ-ROJAS, P.A. The principle place of business of this corporation shall be 2350 Coral Way, Suite 201, Miami, Florida 33145.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Professional Association is to transact any or all lawful business as a Law Office for which the Professional Association may be incorporated under chapter 621.02 of the Florida Statutes.

ARTICLE III. CAPITOL STOCK

The maximum number of shares of stock that this Professional Association is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value. The Professional Association shall begin to do business with \$500.00.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Professional Association shall be 2350 Coral Way, Suite 201, miami, Florida 33145 and the name of the initial registered agent of this Professional Association at this address shall be FABIO A. RUIZ-ROJAS, ESQ.

ARTICLE V. TERM OF EXISTENCE

This Professional Association shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI. SPECIAL PROVISION

This Professional Association shall have 1 director, initially. The name and street address of the initial members of the Board of Directors is: FABIO A. RUIZ-ROJAS, ESQ.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: Fabio A. Ruiz-Rojas, 2350 Coral Way, Suite 201, Miami, Florida 33145.

Vice President: Fabio A. Ruiz-Rojas, 2350 Coral Way, Suite 201, Miami, Florida 33145.

Secretary: Fabio A. Ruiz-Rojas, Esq., 2350 Coral Way, Suite 201, Miami, Florida 33145.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Fabio A. Ruiz-Rojas, 2350 Coral Way, Suite 201, Miami, Florida 33145.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 10:44

IN WITNESS WHEREOF, I, being the Incorporator hereinbefore named, for the purpose of forming a Professional Association to do business both within and without the State of Florida, under the Laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of December, 1997.


FABIO A. RUIZ-ROJAS, ESQ.

STATE OF FLORIDA

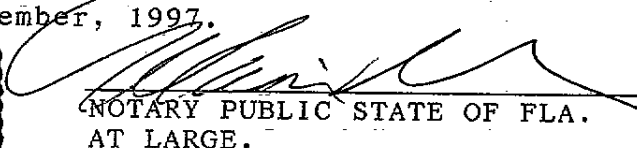
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, FABIO A. RUIZ-ROJAS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who being duly sworn acknowledged under oath that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 9th day of December, 1997.

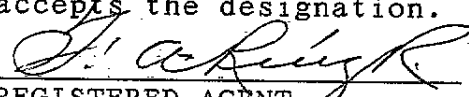


My Commission Expires:


NOTARY PUBLIC STATE OF FLA.
AT LARGE.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED Registered Agent of this Professional Association at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.


AS REGISTERED AGENT