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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: RICARDO BAJANDAS, P.A.
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NAME: CARLOS J. VILLANUEVA, JR., P.A.

AUDIT NUMBER.....H98000000241

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

CERT. OF STATUS..0

PAGES..... 4

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Articles of Incorporation
of

Carlos J. Villanueva, Jr., P.A.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, an attorney-at-law, and a member of The Florida Bar, hereby forms a Professional Association for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of The State of Florida.

ARTICLE I

Name

The name of the Corporation is:

CARLOS J. VILLANUEVA, JR., P.A.

ARTICLE II

Nature of Corporate Business and Powers

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that an attorney-at-law and member of The Florida Bar is authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this corporation who are members in good standing of The Florida Bar.

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of

PREPARER: Ricardo Bajandas
De la Peña, Villanueva & Bajandas, LLP
601 Brickell Key Drive, Suite 705
Miami, Florida 33131
Ph: (305) 377-0909
Fl. Bar Number: 0987750

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investments within the meanings of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of law.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation and its mailing address is 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is:

601 Brickell Key Drive, Suite 705
Miami, Florida 33131

The name of the initial registered agent at such office is De la Peña, Villanueva & Bajandas, LLP, c/o Ricardo Bajandas - Partner.

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ARTICLE VI

Incorporator

The name and address of the incorporator of the corporation is Ricardo Bajandas, 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of January, 1998.


Ricardo Bajandas

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98 JAN -6 AM 8:32ACCEPTANCE BY REGISTERED AGENT

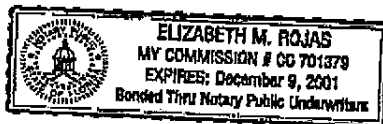
Having been named to accept service of process for CARLOS J. VILLANUEVA, JR., P.A., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 6 day of January, 1998.

De la Pefia, Villanueva & Bajandas, LLP

BY: [Signature]
Ricardo Bajandas, Esq.
Partner

The foregoing instrument was acknowledged before me on this 6 day of January, 1998 by Ricardo Bajandas to me known, having produced a Driver's License, as identification and who have taken the oath.



[Signature]
Notary Public, State of Florida
ELIZABETH M. ROJAS
(Print Name)
My Commission Expires: 12/9/2001

Dated as of the 6 day of January, 1998.

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