

TRANSMITTAL LETTER

P98 0000 15625

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

98 FEB 16 PM 2:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Michael I. Greenberg, P.A.
(Proposed corporate name - must include suffix)

600002431006---7
-02/16/98-01103-022
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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ADDITIONAL COPY REQUIRED

FROM: Michael I. Greenberg
Name (Printed or typed)

3509 Bayshore Villas, Dr.
Address

Miami, FL 33133
City, State & Zip

305 856-5766
Daytime Telephone number

F. CHESSEY FEB 17 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MICHAEL I. GREENBERG, P.A.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a professional service Corporation for profit under Chapter 621 of the Florida Statutes.

MICHAEL I. GREENBERG, P.A.

ARTICLE I - NAME

The name of the Corporation is MICHAEL I. GREENBERG, P.A., (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF BUSINESS

The Corporation shall engage in the practice of law.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3509 Bayshore Villas Dr., Miami, Florida 33133, and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Michael I. Greenberg
3509 Bayshore Villas Dr.
Miami, Florida 33133

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Michael I. Greenberg
Secretary:	Michael I. Greenberg
Treasurer:	Michael I. Greenberg

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director(s) of the Corporation shall be:

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Michael I. Greenberg

whose address(es) shall be the same as the principal address of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having no par value.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of any classes, conform any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorized the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaw of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto for all purposes, and except as may be agreed in writing by the Corporation the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12- REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Weintraub, Weintraub, Seiden & Orshan, located at 2250 S.W. Third Avenue, Fifth Floor, Miami, Florida, 33129. The name and address of the registered agent of this Corporation is James L. Weintraub.

ARTICLE 13 – INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

The Corporation shall indemnify each officer and director, and the board may in its discretion agree to indemnify any employee or agent, to the maximum extent permitted by Florida Statutes, Chapter 621, as limited by Florida Statutes, Chapter 607.

ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15- EFFECTIVE DATE

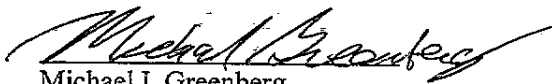
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

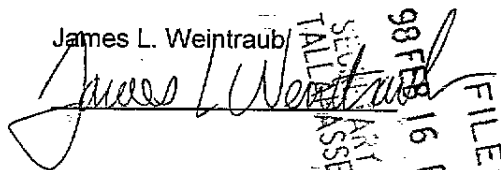
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida,

this 1st February 1998.


Michael I. Greenberg

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

James L. Weintraub, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

James L. Weintraub

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