PETERS, ROBERTSON, LAX, PARSONS, WELCHER, MOWERS & PASSARO

PROFESSIONAL ASSOCIATION

FOUNDED IN 1926

25 S.E. SECOND AVENUE SUITE 600 INGRAHAM BUILDING MIAMI, FLORIDA 33131-1691 DADE: (305) 374-3103 FACSIMILE: (305) 377-9805

PLEASE REPLY TO:

1342 COLONIAL BOULEVARD SUITE 45 KEY WEST PROFESSIONAL CENTRE FORT MYERS, FLORIDA 33907-1012 TELEPHONE: (941) 936-1129 FACSIMILE: (941) 936-4036

600 SOUTH ANDREWS AVENUE SUITE 405 COLONIAL BANK BUILDING FORT LAUDERDALE, FLORIDA 33301-2802 TELEPHONE: (954) 761-8999 FACSIMILE: (954) 761-8990

MIAMI OFFICE

301 CLEMATIS STREET SUITE 3000 GALLERIA INTERNATIONAL BUILDING WEST PALM BEACH, FLORIDA 33401-4381 PALM BEACH: (561) 832-9698 FACSIMILE: (561) 832-8355

March 3, 1998

JACKSON L. PETERS Of Counsel

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: New Corporation Filing - Elizabeth Delgado, P.A. 100002447971

100002447971---8 -03/05/98--01036--016 ****122.50 ****122.50

To whom it may concern:

Enclosed please find the original and one copy Articles of Incorporation for Elizabeth Delgado, P.A. Also enclosed is a check in the amount of \$122.50 representing:

Filing and Registered Agent Fees

\$ 70.00

Certification

\$ 52.50

Total

\$122.50

Please have the Articles of Incorporation filed and return the Certification in the self-addressed stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

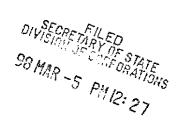
Very truly yours,

Elizabeth Delgado

NRY OF STATE

ED/sea Enclosures

ARTICLES OF INCORPORATION



OF

ELIZABETH DELGADO, P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I CORPORATE NAME

The name of the Corporation is: ELIZABETH DELGADO, P.A.

ARTICLE II DURATION

The period of the corporation's duration shall be perpetual or until dissolved by vote of the stockholders as herein now provided.

ARTICLE III PURPOSE

This corporation is organized for the following purposes:

- 1. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law, the providing of legal consultation and the provision of professional services directly related thereto will be the sole and exclusive professional services to be rendered by this corporation.
- 2. To own property, enter into contracts and to carry on any business or service necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- 3. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been admitted to the Bar of and as duly authorized to practice law in the State of Florida or qualify under State of Federal Law for providing said service.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V PRINCIPAL OFFICE

The address of the corporation's principal office is: 1395 N.W. 15th Street, Miami, Florida 33125.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16010 Kilmarnock Drive, Miami Lakes, Florida 33014, the name of the initial registered agent is ELIZABETH DELGADO, ESQ.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

ELIZABETH DELGADO Sole Director

The address of the Director is:

16010 Kilmarnock Drive Miami Lakes, Florida 33014

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is ELIZABETH DELGADO, 16010 Kilmarnock Drive, Miami Lakes, Florida 33014. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the stockholders, or (2) on the affirmative vote of the holders of at least 75% of the outstanding stock of the corporation entitled to vote thereon. On dissolution, the corporate property and assets after payment of debts to the corporation, shall be distributed to the stockholders pro rata, each stockholders to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII AMENDMENTS

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

ARTICLE XIV **POWERS**

The corporation shall have all of the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida including, but not limited to, the power to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principal or agent, and to do every other act or thing, incidental or pertinent to or growing out of or connected with the above mentioned objects, purposes or authority.

The corporation shall have the power to purchase, lease or otherwise acquire by behest, gift, devise or other means and to hold, own, manage and develop and to mortgage, hypothecate, deed and trust, sell, convey, exchange, option, subdivide or otherwise dispose of real and personal property of every class and description, and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation without limitation as to the amount or value in any of the states, district or territories of the United States, in any and all foreign corporations subject to the laws of any such states, districts, territories or countries.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation day of March, 1997.

Sole Incorporator

STATE OF FLORIDA)	
)	SS
COUNTY OF DADE)	

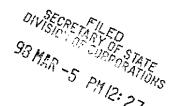
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared ELIZABETH DELGADO, personally known to me or has produced _______ as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of ELIZABETH DELGADO, P.A. and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this _____ day of March, 1998.

Notary Public, State of Florida

My commission expires:

YOLANDA BREA
My Comm Exp. 02/04/99
Bonded By Service Ins
No. CC427761
Personally Known [] Other L.D.



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 3rd DAY OF MARCH, 1998.

ELIZABETH DELGADO