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RICHARD J. McALPIN

7801 S.W. 53rd Avenue

Miami, Florida 33143

Tel: 305-661-4194

March 4, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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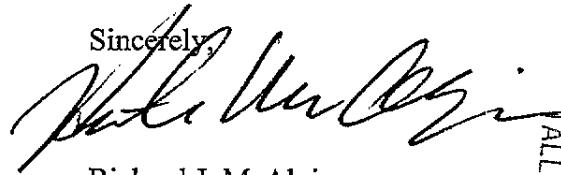
Re: McAlpin & Brais, P.A.

Dear Sirs:

Enclosed please find two copies of the Articles of Incorporation of McAlpin & Brais, P.A., together with Mr. Brais' check for the filing fee. Also enclosed is a return Federal Express envelope for return of one file stamped copy of the Articles and a Certificate of Incorporation.

Please do not hesitate to contact me if you have any questions.

Sincerely,



Richard J. McAlpin

Enclosures

FILED
98 MAR -6 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don't
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**ARTICLES OF INCORPORATION
OF
McALPIN & BRAIS, PROFESSIONAL ASSOCIATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice law in the State of Florida, for the purpose of forming a professional corporation under Chapters 607 and 621 of the Florida Statutes hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is McAlpin & Brais, Professional Association.

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

- (a) The purpose for which the Corporation is organized is to practice the profession of law.
- (b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional legal services.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE FOUR

The address of the registered principal office of the Corporation is Brickell BayView Centre, 80 S.W. 8th Street, Suite 2805, Miami, Florida 33130. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is 100, with a par value of one dollar (\$1.00) per share. All shares are of the same class.

ARTICLE SIX

The names and street addresses of the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Richard J. McAlpin	Brickell BayView Centre 80 S.W. 8 th Street Suite 2805 Miami, Florida 33130
Keith S. Brais	Brickell BayView Centre 80 S.W. 8 th Street Suite 2805 Miami, Florida 33130

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be two.

ARTICLE SEVEN

The names and street addresses of each person signing the Articles of Incorporation as a subscriber, each of whom is an attorney at law, duly licensed under the laws of the State of Florida to render services as such, are:

Richard J. McAlpin	Brickell BayView Centre 80 S.W. 8 th Street Suite 2805 Miami, Florida 33130
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Keith S. Brais

Brickell BayView Centre
80 S.W. 8th Street
Suite 2805
Miami, Florida 33130

ARTICLE EIGHT

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the transaction of the Corporation with any person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself of any firm, association, or corporation in which he may be in any way interested.

ARTICLE NINE

The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a twothirds majority of the stockholders of the Corporation entitled to vote, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholder. Subject to the foregoing sentence, the manner and form, as well as the relevant terms, condition, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved by a twothirds majority of the shareholders of the Corporation entitled to vote at a stockholders' meeting specifically called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Florida, such shareholder's shares of stock shall immediately become subject to purchase of the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE TEN

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above stated, the Corporation shall have all the following powers:

- (a) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the

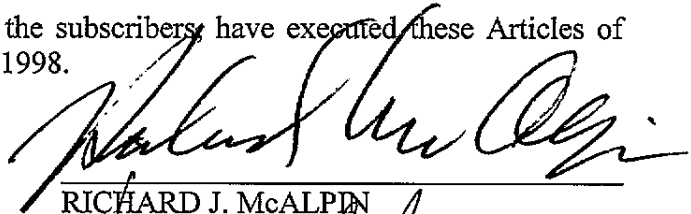
Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

- (b) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- (c) To enter into, for the benefit of its employees, one or more of the following:
(1) a pension plan, (2) a profitsharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

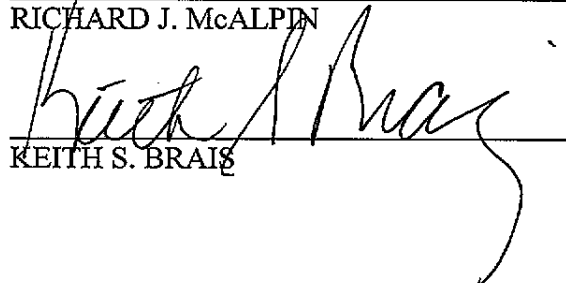
ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders' meeting by two-thirds of the stock entitled to sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF we, the subscribers, have executed these Articles of Incorporation this 5th day of March, 1998.



RICHARD J. McALPIN



KEITH S. BRAIS

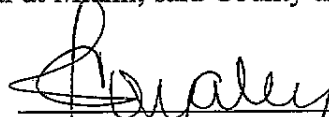
STATE OF FLORIDA

COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Richard J. McAlpin and Keith S. Brais, to me known to be the persons

described as the Incorporators in the foregoing Articles of Incorporation and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 5th day of March, 1998.



NOTARY PUBLIC, State of Florida

My Commission Expires:



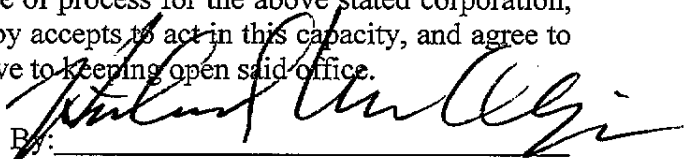
CRISTINA GONZALEZ
My Commission CC498342
Expires Sep. 27, 1999

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That McAlpin & Brais, ^{Professional Association} **^**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Richard J. McAlpin located at Brickell BayView Centre, 80 S.W. 8th Street, Suite 2805, Miami, Florida 33130, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accepts to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Richard J. McAlpin
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA