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REFERENCE : 754281 121767A

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : March 25, 1998

ORDER TIME : 9:38 AM

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ORDER NO. : 754281-005

CUSTOMER NO: 121767A

CUSTOMER: Joel J, Karp, Esq
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: JOEL J. KARP, ESQ., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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98 MAR 25 PM 1:08

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98 MAR 25 AM 10:41
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98 MAR 25 PM 1:08

EFFECTIVE DATE

3/24/98

ARTICLES OF INCORPORATION

OF

JOEL J. KARP, ESQ., P.A.

The undersigned subscriber to these Articles of Incorporation hereby forms a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act (the "Act").

ARTICLE I

NAME

The name of the corporation is JOEL J. KARP, ESQ., P.A.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and its mailing address shall be 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence March 24, 1998.

ARTICLE IV

NATURE OF BUSINESS

The purpose of the corporation and the nature of its business are as follows:

1. (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney and counselor at law, duly licensed or otherwise legally authorized under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render such professional services therein.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company or an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(c) To invest the funds of the corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(d) To do all and 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 purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

(e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VI

RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the corporation except to another professional corporation, professional limited liability company or individual, each of which must be eligible to be a shareholder of a professional service corporation under Florida law.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Joel J. Karp, Esq.

2 Alhambra Plaza, Suite 1202
Coral Gables, FL 33134

ARTICLE VIII

DISQUALIFICATION

If any officer, shareholder, agent or employee of the corporation, who has been rendering professional medical service to the public, becomes legally disqualified to render such professional medical service within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional medical services, the corporation shall require him to sever all employment with, and financial interest in, the corporation forthwith.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Joel J. Karp, Esq. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE X

INCORPORATOR

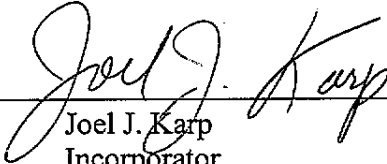
The name and address of the Incorporator to these Articles of Incorporation is Joel J. Karp, Esq., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of March, 1997.

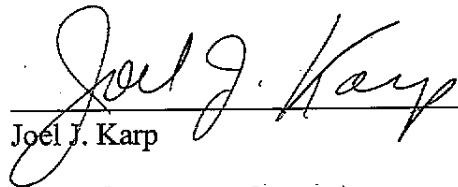


Joel J. Karp
Incorporator

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Joel J. Karp, Esq., P.A., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named Joel J. Karp, Esq., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Joel J. Karp

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