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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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b

NAME: KRISTI FLYNN KASBEBAUM, P.A.  
AUDIT NUMBER.....H98000006100  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KRISTI FLYNN KASSEBAUM, P.A.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be KRISTI FLYNN KASSEBAUM, P.A.

II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed 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 under the laws of the State of Florida to practice law therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of professional services.

C. 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 purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

D. To engage in every phase and aspect of the business of rendering the same professional services to the public in any other jurisdiction in which any of the corporation's officers, employees or agents shall be or may become licensed to practice.

PREPARED BY:  
KRISTI FLYNN KASSEBAUM ESQ.  
5401 COLLINS AVE. #623  
MIAMI BEACH, FL. 33140  
(305) 861-4308  
FL.BAR# 860621

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of this 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 this corporation otherwise permitted by law.

III

This corporation is authorized to issue One thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00 ) A/Hr share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

IV

The amount of capital with which this Corporation shall begin business shall be \$100.00.

V

The existence of this Corporation shall be perpetual.

V-a

The principal office and/or the mailing address for this Corporation is:

5401 Collins Avenue, #623  
Miami Beach, Florida 33140

VI

The street address of the initial registered office of this Corporation in the State of Florida shall be 5401 Collins Avenue, #623, Miami Beach, Florida 33140. The name of the initial registered agent of the corporation at that address is Ms. Yery Marrero

VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is:

Kristi Flynn Kassebaum, President  
5401 Collins Avenue, #623  
Miami Beach, Florida 33140

VIII

The name and address of the person signing these Articles of Incorporation is:

Kristi Flynn Kassebaum  
5401 Collins Avenue, #623  
Miami Beach, Florida 33140

IX

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

X

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 stockholders, and approved at the stockholders's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders 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 .

XI

The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XII

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 states, this corporation shall have all and singular the following powers:

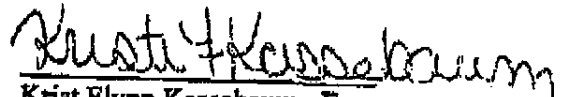
(a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

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(b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

(c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

The undersigned subscriber has executed these Articles of Incorporation this 18th day of March of 1998.

  
Krist Flynn Kassebaum, Esq.

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Kristi Flynn Kassebaum  
Kristi Flynn Kassebaum, Esq.

I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Kristi Flynn Kassebaum  
Kristi Flynn Kassebaum, Esq.

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