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SCOTT L. WARFMAN, P.A.

ATTORNEY AT LAW
SUITE 4820
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

March 27, 1998

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Re: Scott L. Warfman, P.A. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,


Scott L. Warfman

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCOTT L. WARFMAN, P.A.

The undersigned, acting as incorporator and desiring to organize a professional service corporation pursuant to the laws of the State of Florida, signs the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be and is:

SCOTT L. WARFMAN, P.A.

(hereinafter the "Corporation").

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation will be as follows:

- (a) To engage in every phase and aspect of the business of rendering professional services to the public as attorneys duly licensed under the laws of the State of Florida.
- (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 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 or her stock.

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TALLAHASSEE, FLORIDA

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- (c) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment.
- (d) 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 III

Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) Shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

Registered Office and Agent; Principal Office

The street address and the mailing address of the initial registered office of this Corporation is Suite 4820, 200 South Biscayne Boulevard, Miami, Florida 33131 and the initial registered agent at that address is Scott L. Warfman. The principal office of this Corporation is Suite 4820, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE V

Stock Transferability

No shareholder of this Corporation may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a shareholder of a professional service corporation under the laws of the State of Florida.

ARTICLE VI

Directors

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VII

Initial Director

The name and street address of the initial Director of the Corporation is:

Scott L. Warfman	200 South Biscayne Boulevard
	Suite 4820
	Miami, Florida 33131

ARTICLE VIII

Incorporator

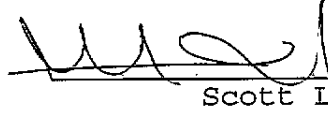
The name and street address of the incorporator, who is an attorney, duly licensed under the laws of the State of Florida to render services as such, is Scott L. Warfman, Suite 4820, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

Indemnification

This Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 27th day of March, 1998.



Scott L. Warfman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Scott L. Warfman, P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Scott L. Warfman,
Registered Agent

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