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LAW OFFICE OF
STUART A. KAUFMAN

6555 NW 36th St. • Suite 300 • Virginia Gardens, FL 33166
Tel. (305) 871-6997 • Fax (305) 871-6355

April 7, 1998

Ms. Sandra B. Mortham,
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

ATT: Ms. Doris McDuffie

**Re: Filing Articles of Incorporation for
LAW OFFICE OF STUART A. KAUFMAN**

Dear Ms. McDuffie:

Enclosed please find my check (O/A 1027) in the sum of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) reference the filing fee, as well as an original and one copy of the paperwork. Kindly return a certified copy of the paperwork to the undersigned in the enclosed envelope.

Thanking you for your prompt attention to this request.

Very truly yours,


Stuart A. Kaufman

SAK:mdh
Enc.

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EFFECTIVE DATE
4-7-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

LAW OFFICE OF STUART A. KAUFMAN, P.A.

I, the undersigned, for the purpose of forming a Subchapter S corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is LAW OFFICE OF STUART A.
KAUFMAN, P.A.

EFFECTIVE DATE
4-7-98

ARTICLE II

Mailing Address

The mailing address of this corporation is 6555 Northwest 36th
Street, Suite 300, Virginia Gardens, Florida 33166.

ARTICLE III

Duration

The corporation shall have perpetual existence commencing on
the date of signing the Articles of Incorporation by the
Incorporator herein.

ARTICLE IV

Purpose

This corporation is organized to provide professional services to be rendered by this professional service corporation and shall be as follows, to-wit:

A. To carry on, pursuant to the laws of the State of Florida the professional services rendered by attorneys, except that the corporation shall not render professional legal services except through its officer, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within 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 shareholders 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 borrow money and to contract debts in such amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges

or franchise, or for any other lawful purpose of its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objection; except that this provision shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act;

D. To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

E. To acquire all or any part of the goodwill rights, property and service of any person or professional service corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation providing that such stocks or bonds shall be issued only to an individual who

is duly licensed or otherwise legally authorized to render professional legal services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional service corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired;

F. To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"); namely, all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, noted and other securities obligations, contracts, certificates of interest, choses in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription,

underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefore its own securities, and while the owner or holder of any such, to exercise all the rights, powers and privileges or ownership or interest in respect thereto; and to promote, manage, participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise take part in and assist in any legal manner, by guaranty or otherwise, to purchase, sale or distribution of any such securities;

G. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or sureplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do an acts or things

designed to protect, preserve, improve or enhance the value of any such security;

H. And, 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 corporation by the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

This corporation shall initially authorize 250 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 6555 Northwest 36th Street, Suite #300, Virginia Gardens, Florida 33166, and the name of the initial registered agent is Maureen D. Hickey.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

STUART A. KAUFMAN
6555 Northwest 36th Street
Suite #300
Virginia Gardens, Florida 33166

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

STUART A. KAUFMAN
6555 Northwest 36th Street
Suite #300
Virginia Gardens, Florida 33166

ARTICLE XI

STOCK TRANSFERABILITY

No shareholders of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the

corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

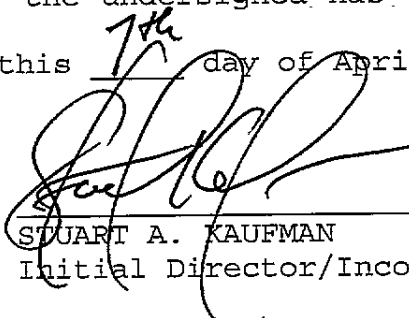
ARTICLE XII

STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, placed restrictions or limitations upon his continuing rendering of such professional legal services, to sever all employment with the financial interest in this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be first offered for

redemption to the corporation, under the terms and conditions to be agreed upon by and between the corporation and the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 7th day of April, 1998.



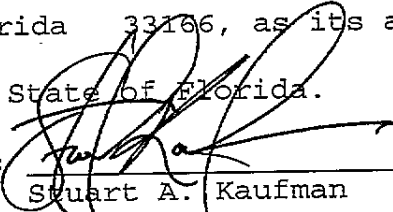
STUART A. KAUFMAN

Initial Director/Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida
Statutes, the following is submitted:

FIRST--That LAW OFFICE OF STUART A. KAUFMAN, P.A., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 6555 northwest 36th Street, Suite
300, City of Virginia Gardens, County of Miami-Dade, State of
Florida, has named MAUREEN D. HICKEY, located at 6555 Northwest 36th
Street, Suite 300, Virginia Gardens, Florida 33166, as its agent
to accept service of process within the State of Florida.

SIGNATURE: 

Stuart A. Kaufman

TITLE: Incorporator

Dated: April 8, 1998

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE: 

Maureen D. Hickey

Title: Registered Agent

Dated: April 8, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA