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FILED
98 APR 16 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 1998

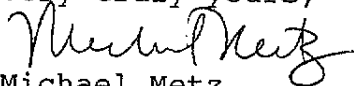
Secretary of the State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find a check in the amount of \$131.25. This serves to cover the costs for filing the Articles of Incorporation, a certified copy of the filing, as well as a certificate.

If you have any questions, please contact me at your earliest convenience.

Very truly yours,



Michael Metz
Attorney at Law

enc.

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ARTICLES OF INCORPORATION

OF

MICHAEL METZ, P.A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Services Corporation for profit under the provisions of Section 607, Florida General Corporation Act does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

MICHAEL METZ, P.A.

ARTICLE II
PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation is as follows:

To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.

To do everything necessary and proper in accomplishing the purpose herein set forth and to anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one shall be 100 shares of common stock at one dollar (\$1.00) par value per share.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

PRINCIPAL OFFICE

The address of this corporation's initial registered office is 100 S.E. 3rd Avenue, Suite 1615, Fort Lauderdale, Florida 33394, and the name of its initial registered agent at said address is Michael Metz, Esq.

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ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Michael Metz, Esq.
100 S.E. 3rd Avenue
Suite 1615
Fort Lauderdale, FL 33394

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Michael Metz, Esq. 100 S.E. 3rd Avenue
Suite 1615
Fort Lauderdale, FL 33394

IN WITNESS THEROF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9th day of April, 1998.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared MICHAEL METZ, to me known to be the person described as subscriber in the foregoing Articles of Incorporation, and acknowledged that before me he subscribed to the executed said Articles of Incorporation.

WITNESS my hand and official seal this 9 day of April, 1998.



Notary Public, State of FL

My Commission Expires:



NANCY E HEPBURN
My Commission CC463460
Expires Jun. 26, 1999
Bonded by ANB
800-852-5878

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

That MICHAEL METZ, P.A., desiring to organize or qualify under the laws of the State of Florida as a Professional Services Corporation, with its principal place of business at City of Fort Lauderdale, State of Florida, has named Michael Metz, Esq., located at City of Fort Lauderdale, State of Florida, as its agent to accept service of process within Florida.

Signature: Michael Metz
Title : Registered Agent
Date : April 9, 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: Michael Metz
Date : April 9, 1998

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