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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

April 15, 1998

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: OSCAR RIVERO, P.A.

300002493313--4
-04/20/98--01041--003
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

FILED
98 APR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

984-21-98

FILED
98 APR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OSCAR RIVERO, P.A.

The undersigned incorporator for purposes of forming a professional service corporation under Section 621.05, Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is OSCAR RIVERO, P.A. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the registered agent at that address is: Oscar Rivero
- FIFTH:** The name and address of the Incorporator of the Corporation is: Oscar Rivero, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The general purposes for which the Corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Florida Professional Service Corporation Act) and none other, to wit: the personal services rendered by attorneys at law as provided by Chapter 454 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Florida Professional Service Corporation Act.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Oscar Rivero, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- EIGHTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of April, 1998.

A handwritten signature in black ink, appearing to read 'O. Rivero', written over a horizontal line.

Oscar Rivero
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent of OSCAR RIVERO, P.A. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Sections 621.13 and 607.0505 of the Florida Statutes.

By: 

OSCAR RIVERO, R.A.

FILED
98 APR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA