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FLORIDA DIVISION OF CORPORATIONS

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FROM: RICARDO MARTINEZ-CID, P.A.
076640001666

ACCT#:

CONTACT: RICARDO MARTINEZ-CID
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FAX #:

NAME: GUILLERMO F. MASCARO, PROFESSIONAL ASSOCIATI

AUDIT NUMBER.....H98000009111

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
GUILLERMO F. MASCARÓ, PROFESSIONAL ASSOCIATION**

ARTICLE I. CORPORATE NAME

The name of this professional corporation organized under the Florida Professional Service Corporation Act is GUILLERMO F. MASCARÓ, PROFESSIONAL ASSOCIATION.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of rendering quality legal services and all other purposes incidental thereto, including, without limitation, the ownership of any real or personal property or investments necessary for rendering said services and any and all other legal purposes permitted under the Florida Professional Service Corporation Act for a professional association devoted to said purpose.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of stock of ONE DOLLAR AND NO/100 (\$1.00) par value common stock.

ARTICLE IV. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present address of the office of this corporation is 2701 LeJeune Road, Suite 350, Coral Gables, Florida 33134. The name of the initial Registered Agent of this corporation is GUILLERMO F. MASCARÓ, of 2701 LeJeune Road, Suite 350, Coral Gables, FL 33134.

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is GUILLERMO F. MASCARÓ, of 2701 LeJeune Road, Suite 350, Coral Gables, Florida 33134.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the By-laws, but shall never be less than one (1).

The initial director of this corporation is GUILLERMO F. MASCARÓ, of 2701 LeJeune Road, Suite 350, Coral Gables, Florida 33134.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - STOCK

No stock may be issued, transferred or held to anyone other than an individual who is a duly licensed or otherwise legally authorized and licensed attorney under the laws of the State of Florida and 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 or any or all of its stock.

ARTICLE XI - DURATION

The duration of this corporation shall be perpetual, commencing on the day these Articles are filed with the Florida Secretary or State.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 12 day of May, 1998.



GUILLERMO F. MASCARÓ,
President/Director

STATE OF FLORIDA

COUNTY OF DADE

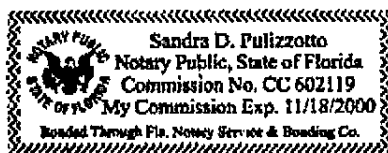
BEFORE ME, the undersigned notary public, personally appeared GUILLERMO F. MASCARÓ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 12th day of May, 1998.

My Commission Expires:



Notary Public, State of Florida at Large



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That GUILLERMO F. MASCARÓ, PROFESSIONAL ASSOCIATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, located at 2701 LeJeune Road, Suite 350, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of GUILLERMO F. MASCARÓ, PROFESSIONAL ASSOCIATION, to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this 12 day of May, 1998.


GUILLERMO F. MASCARÓ

Dated: 5/12/98

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, FL 33145
Telephone (305) 859-7494 • Facsimile (305) 858-2513
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