

P98000047045

CONRAD & SCHERER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

WILLIAM R. SCHERER, P.A.
GARY S. GENOVESE, P.A.
WILLIAM V. CARCIOPPOLO, P.A.
MARJORIE LYNN FUTCH, P.A.
LINDA R. SPAULDING, P.A.
RONALD A. FITZGERALD
JAMES F. CARROLL
PAUL R. LARKIN, JR.

W. EARL HALL
WILLIAM R. SCHERER, III
MARILYN LETTMAN
VANESSA A. REYNOLDS
AMY M. BLAKE
MARTIN D. STERN
DOUGLAS T. MARX
JANINE R. KALAGHER
JAMES A. EPSTEIN
ANGEL PETTI
NICHOLAS W. ROMANELLO
SHARI L. MCCARTNEY
PHIL A. D'ANIELLO
CATHERINE M. RODRIGUEZ

OF COUNSEL
REX CONRAD
MARK J. LEEDS
MIKEL D. JONES*
ANDREW S. MAURODIS
JOHN M. MILLEDGE
JOEL STOCKER

*ADMITTED IN NEW JERSEY,
PENNSYLVANIA &
WASHINGTON, D.C. ONLY

EIGHTH FLOOR
633 SOUTH FEDERAL HIGHWAY
POST OFFICE BOX 14723
FORT LAUDERDALE, FLORIDA 33302
BROWARD (954) 462-5500
DADE (305) 944-0131
PALM BEACH (561) 736-0118
FACSIMILE (954) 463-9244

44 WEST FLAGLER STREET
SUITE 1600
MIAMI, FLORIDA 33130
TELEPHONE (305) 856-9920
FACSIMILE (305) 374-4408

KIMBERLY A. KISSLAN
REID A. COCALIS
ALBERT L. FREVOLA, JR.

PLEASE REPLY TO:

May 20, 1998

800002533338-- 8
-05/22/98--01059--007
***122.50 ***122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is our check in the amount of \$122.50 and the Articles of Incorporation for Joel L. Stocker, P.A.

Please process this incorporation under today's date and return a certified copy of the articles to me.

Please advise should you need anything further or have any questions.

Very truly yours,


David C. Yon
Administrator

DCY:bb

FILED
98 MAY 22 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/27/98

ARTICLES OF INCORPORATION

OF

JOEL L. STOCKER, P.A.

The undersigned, a natural person competent to contract, hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is JOEL L. STOCKER, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

The practice of law by attorneys licensed by the Florida Bar, the furnishing of related services and the lease or purchase of such real and personal property as is necessary for the rendering of this practice.

The investment of funds in real estate, mortgages, stocks, bonds or any other type of investment.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 22 AM 9:53

FILED

instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin on the date of filing and is to exist perpetually.

ARTICLE V

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is Post Office Box 14723, Fort Lauderdale, Florida 33302. The Board of Directors may from time to time move its principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

This name and post office address of the member of the first Board of Directors is:

NAME	ADDRESS
Joel L. Stocker	Post Office Box 14723 Fort Lauderdale, Florida 33302

ARTICLE VIII

INCORPORATOR

The name and post office address of the incorporator is:

NAME

ADDRESS

Joel L. Stocker

Post Office Box 14723
Fort Lauderdale, Florida 33302

ARTICLE IX

INITIAL REGISTERED AGENT AND

INITIAL REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office are as follows:

NAME

ADDRESS

Joel L. Stocker

633 S. Federal Highway
Fort Lauderdale, Florida 33302

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a meeting of the stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

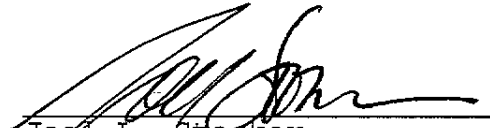
ARTICLE XI

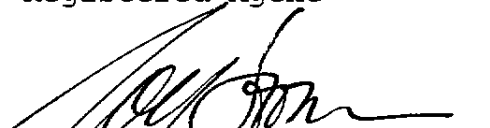
OWNERSHIP OF CAPITAL STOCK

No stock of the corporation shall be issued to anyone other than an individual who is an attorney licensed by the Florida Bar.

Having been named to accept service of process, as indicated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and comply with the provisions contained in Chapter 48.091, Florida Statutes.

FILED
98 MAY 22 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Joel L. Stocker
Registered Agent


Joel L. Stocker
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

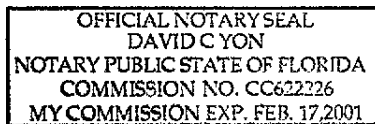
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Joel L. Stocker, well known to me (or who furnished the following identification:

W/A), the person described as incorporator
in and who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to those Articles of
Incorporation and did (did not) take an oath.

WITNESS my hand and official seal at Fort Lauderdale, Broward
County, Florida this 20 day of May, 1998.

David C. Yon
Notary Public, State of Florida

My Commission Expires:



FILED
98 MAY 22 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA