

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Facsimile: 305-371-8759

Antonio R. Zamora  
Of Counsel  
305-379-5574

P980000 63411

July 15, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32301

500002590755--6  
-07/16/98-01066-012  
\*\*\*122.50 \*\*\*122.50

Re: Antonio R. Zamora, P.A.

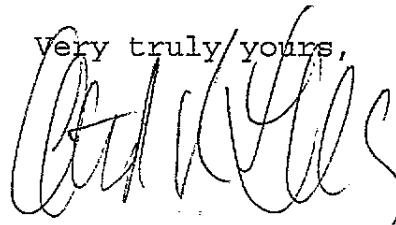
Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Department of State. Also enclosed is a check for \$122.50 as payment for the following:

1.	Filing fee	\$ 35.00
2.	Registered agent fee	35.00
3.	Certified copy of articles	52.50
		\$122.50

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed.

Very truly yours,



98 JUL 16 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

W6-MI960790.DOC

One Battery Park Plaza  
New York, NY  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1300 I Street, N.W.  
Washington, D.C.  
20005-3306  
202-408-3600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800

ARTICLES OF INCORPORATION

OF

ANTONIO R. ZAMORA, P.A.

ARTICLE I

EFFECTIVE DATE  
7-12-98

NAME AND PRINCIPAL OFFICE

The name of this corporation is Antonio R. Zamora, P.A. and its initial principal office is located at 201 S. Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

A. To engage in every aspect of the business of rendering professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render. Such legal services shall be rendered only through officers, employees, and agents who are duly licensed to practice law under the laws of such state.

B. To invest the funds of this Corporation in real estate mortgages, stocks, bonds, or any other type of investment, and to own any real and personal property necessary for the rendering of legal services.

C. To do everything necessary and proper, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit incidental to the practice of law or the accomplishment of the purposes of this Corporation.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

APPROVED  
AND  
FILED

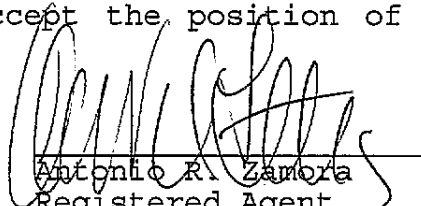
98 JUL 16 AM 9:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and registered office of this corporation shall be Antonio R. Zamora, Esq., 201 S. Biscayne Boulevard, Suite 2500, Miami, Florida 33131. I do hereby accept the position of Registered Agent.

  
Antonio R. Zamora  
Registered Agent

ARTICLE V

BOARD OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall not have less than one (1) Director at any time. The name and post office address of the initial Director of this Corporation is:

Antonio R. Zamora  
201 S. Biscayne Boulevard  
Suite 2500  
Miami, FL 33131

The initial director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

Antonio R. Zamora  
201 S. Biscayne Boulevard  
Suite 2500  
Miami, FL 33131

ARTICLE VII

INCORPORATION OF PROVISIONS OF PROFESSIONAL  
SERVICE CORPORATION ACT

This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liability, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, all as stated in Chapter 621 of the Florida Statutes.

ARTICLE VIII

DURATION

Corporation shall have perpetual existence unless sooner dissolved according to law, commencing on July 12, 1998.

The undersigned, for the purpose of forming a professional corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts stated are true.

  
\_\_\_\_\_  
Antonio R. Zamora

APPROVED  
AND  
FILED

98 JUL 16 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA