

7/28/98

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NAME: LAW OFFICES OF CARLOS E. MORALES, P.A.

AUDIT NUMBER.....H98000013927

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/10/98

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ARTICLES OF INCORPORATION

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OF

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(6) LAW OFFICES OF CARLOS E. MORALES, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is LAW OFFICES OF CARLOS E. MORALES, P.A. and the principal address shall be 2800 Biscayne Boulevard, Suite 500, Miami, FL 33137

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida, specifically the corporation will engage in the practice of law.

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

Carlos E. Morales  
2800 Biscayne Blvd #500  
Miami, FL 33137  
(305) 576-6116  
Fla. Bar# 995223

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Carlos F. Morales, Esq.

Article VI

DIRECTOR

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Carlos E. Morales, President	2800 Biscayne Boulevard Suite 500 Miami, FL 33137
Carlos E. Morales, Vice-President and Treasurer	2800 Biscayne Boulevard Suite 500 Miami, Florida 33137

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATORS

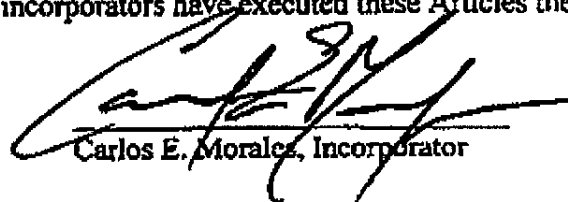
Carlos E. Morales  
2800 Biscayne Boulevard  
Suite 500  
Miami, FL 33137

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles the 14th day of July, 1998.

  
Carlos E. Morales, Incorporator

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State of Florida     )  
                              ) SS  
County of Dade     )

The following instrument was acknowledged and personally known before me  
this <sup>28th</sup> 14th day of July, 1998.

*Yolanda Fernandez*  
Notary Public, State of Florida

My Commission Expires: 9/26/99

*Personally Known*



YOLANDA FERNANDEZ  
My Commission CC400000  
Expires Sep. 28, 1999  
Bonded by AHB  
800-852-8878

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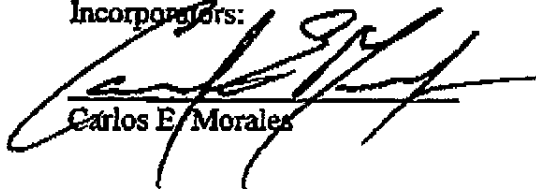
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

=====

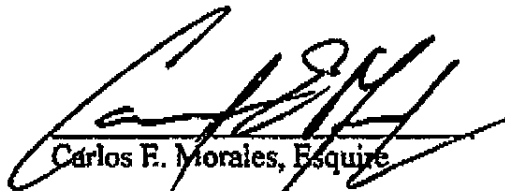
In compliance with Section 48,901, Florida Statutes, the following is submitted.

Law Offices of Carlos E. Morales, P.A. organizes or qualifies under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Carlos E. Morales, Esquire, located at: 2800 Biscayne Boulevard, Suite 500 Miami, Florida 33137 as its agent and accept service of process within Florida.

Incorporators:

  
Carlos E. Morales

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.

  
Carlos E. Morales, Esquire

Date: 7/28/98

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