

P98000066820

IGNACIO E. ARANGO, P.A.

ATTORNEY AT LAW

201 ALHAMBRA CIRCLE, SUITE
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 774-9333
FACSIMILE (305) 447-1280

July 20, 1998

BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002595402--3
-07/22/98--01058--020
****122.50 ****122.50

Re: Ignacio E. Arango, P.A. (the "Corporation")

Dear Sir/Madam:

Enclosed for filing is one (1) original and a duplicate original of the Articles of Incorporation of the Corporation, together with the designation of and acceptance by the registered agent. In addition, enclosed is a check payable to the Department of State of Florida in the amount of \$122.50 to pay the following fees and costs:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent designation	<u>35.00</u>
Total	\$122.50

At the earliest convenience, please provide the undersigned attorney with a certified copy of the enclosed Articles of Incorporation. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



IGNACIO E. ARANGO
IEA/iea
Enclosures

APPROVED
AND
FILED
50 JUL 22 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A:\LTR Secretary of State IEA

B. BROCK JUL 30 1998

IGNACIO E. ARANGO, P.A.

ATTORNEY AT LAW

201 ALHAMBRA CIRCLE, SUITE 500
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 774-9333
FACSIMILE (305) 447-1280

July 27, 1998

BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ignacio E. Arango, P.A. (the "Corporation")

Dear Sir/Madam:

Enclosed for filing is one (1) original and a duplicate original of the Articles of Incorporation of the Corporation, together with the designation of and acceptance by the registered agent, which were revised to include the items reflected in your recent letter that were missing from the Articles. Please file the revised Articles immediately and provide me with a certified copy thereof. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



IGNACIO E. ARANGO

IEA/iea

Enclosures

ARTICLES OF INCORPORATION

OF

IGNACIO E. ARANGO, P.A.

The undersigned incorporator hereby executes, acknowledges, adopts and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a professional service corporation under the Florida Service Corporation and Limited Liability Company Act (the "Act").

EFFECTIVE DATE
7-21-98

ARTICLE I - Name

The name of the professional service corporation (the "Corporation") is **IGNACIO E. ARANGO, P.A.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be

201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134

APPROVED
AND
FILED
98 JUL 22 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - Term of Existence

The Corporation shall commence its corporate existence as of July 21, 1998, and shall have perpetual existence, unless sooner dissolved.

ARTICLE IV - Purposes

The Corporation is being formed for the purpose of providing personal services normally

rendered by attorneys at law involved in the practice of law, and for engaging in or transacting any and all lawful activities or business authorized in or permitted by the Act, as amended, or under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - Authorized Shares

The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of \$1.00. All of such stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of the Corporation and shall not be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which the Corporation was incorporated.

ARTICLE VI - Severance and Termination of Employment Rights

If any member, officer, director, stockholder, agent or employee of the Corporation becomes legally disqualified to render the professional legal services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall immediately sever all employment with and financial interests in, the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors consisting

of not less than one director. The Corporation shall have one (1) director initially, IGNACIO E. ARANGO and the number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

ARTICLE VIII - Indemnification

The Corporation shall have the power to personally indemnify and insure, at the discretion of its board of directors, or its shareholders, to the fullest extent permitted and in the manner provided by the Act, its directors, officers or other persons exercising their powers and duties (the "Persons"), including when such Persons are, or were, serving in any such capacity, at the request of the Corporation, whenever such Persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE IX - Bylaws

The authority to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - Amendment of Articles

These Articles may be amended at any time by a vote of the majority of the board of directors of the Corporation at any regular meeting of the directors or at any special meeting of the directors called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator is:

Name:

Address:

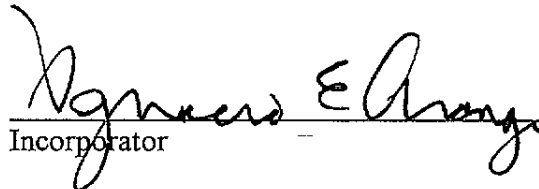
Ignacio E. Arango

201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 201 Alhambra Circle, Suite 500, Coral Gables, Florida 33134, and the name of the initial registered agent of the Corporation at that address is Ignacio E. Arango, who accepts his designation as the Registered Agent of the Corporation for the service of process thereto.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Coral Gables, State of Florida, on the 21st day of July, 1998.

 (SEAL)
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

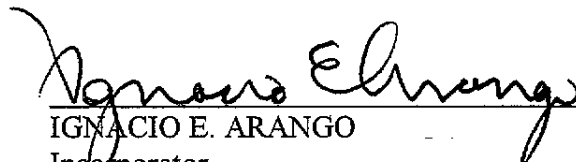
Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its Registered Agent and the Registered Office in the State of Florida:

1. The name of the Corporation is:

IGNACIO E. ARANGO, P.A.

2. The name and address of the registered agent and office is:

Ignacio E. Arango
201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134


IGNACIO E. ARANGO
Incorporator

Date: July 21, 1998

APPROVED
AND
FILED
93 JUL 22 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


IGNACIO E. ARANGO

Date of execution: —

July 21, 1998.