

Hughes Hubbard & Reed LLP

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P98000068400

July 29, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/31/98-01057-012
****122.50 ****122.50

Re: Articles of Incorporation of Sharon L. Kegerreis, P.A.

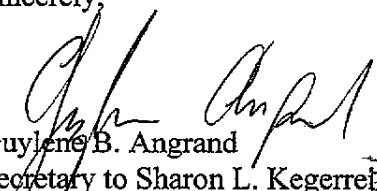
Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Sharon L. Kegerreis, P.A., for filing with the Florida Department of State.

Also enclosed is the firm's check in the amount of \$122.50, representing the fee for filing same. Upon completion of the filing, please forward me the necessary paperwork attesting to it in the self-addressed, prestamped enveloped provided for your convenience.

If you have any questions, please do not hesitate to contact me at (305) 358-1666.

Sincerely,


Guylene B. Angrand
Secretary to Sharon L. Kegerreis

/gba

Enclosure

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SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

SHARON L. KEGERREIS, P.A.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is SHARON L. KEGERREIS, P.A. and its initial principal office is located at 201 South 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, leases, 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.

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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 Sharon L. Kegerreis, 201 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131. I do hereby accept the position of Registered Agent.



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:

Sharon L. Kegerreis
201 South Biscayne Boulevard, Suite 2500
Miami, Florida 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:

Sharon L. Kegerreis
201 South Biscayne Boulevard, Suite 2500
Miami, Florida 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

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officers, directors and stockholders, all as stated in Chapter 621 of the Florida Statutes.

ARTICLE VIII
DURATION

Corporate existence will commence on the date of the filing of these Articles and the Corporation shall have perpetual existence unless sooner dissolved according to law.

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.


SHARON L. KEGERRIS

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