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DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

EMERSON ALLSWORTH

RAYMOND A. DOUMAR, P.A.\*  
CHARLES L. CURTIS, P.A.  
WILLIAM S. CROSS, P.A.\*\*  
C. WILLIAM LAYSTROM, JR., P.A.  
JOHN W. PERLOFF, P.A.\*

1177 SOUTHEAST THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33316-1197  
BROWARD (954) 762-3400  
MIAMI (305) 945-3172  
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E. SCOTT ALLSWORTH, P.A.  
JOHN D. VOIGT, P.A.  
JEFFREY S. WACHS, P.A.†  
MARK E. ALLSWORTH, P.A.  
STUART J. MAC IVER, P.A.

\*ALSO ADMITTED IN MICHIGAN  
\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*CERTIFIED CIRCUIT CIVIL AND FAMILY MEDIATOR

†ALSO ADMITTED IN PENNSYLVANIA

August 14, 1998

Corporate Division  
Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32301

800002617218--1  
-08/17/98--01052--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Corporation

Dear Ladies and Gentleman:

Enclosed please find my check for \$122.50 together with an original and one copy of a newly formed corporation. I would appreciate your returning to me a certified copy of the original.

Should there be any additional funds owing to you, I would appreciate a telephone call to this effect and that you nevertheless process the new corporation as time is of the essence in creating the new corporation.

Thank you for your assistance in this matter.

Sincerely yours,



EMERSON ALLSWORTH

EA:lw  
Encs.

APPROVED  
AND  
FILED  
98 AUG 17 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 18 1998

APPROVED  
AND  
FILED

98 AUG 17 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EMERSON ALLSWORTH, P.A.

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, and legally authorized to practice the profession of Law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the Corporation is EMERSON ALLSWORTH, P.A.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident and ancillary thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of the Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of the Florida Bar in good standing and licensed in Florida to render legal services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Florida Rules of Professional Conduct or by the provisions of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of capital stock having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

This Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

Emerson Allsworth  
1177 S.E. Third Avenue  
Fort Lauderdale, Florida 33316

ARTICLE VI - SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation, who is duly licensed in the State of Florida to practice law is:

Emerson Allsworth  
1177 S.E. Third Avenue  
Fort Lauderdale, Florida 33316

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

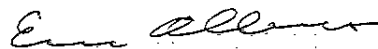
ARTICLE VIII - ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT:

The initial post office address of the principal office of the corporation and registered office is 1177 S.E. Third Avenue, Fort Lauderdale, Florida 33316, and the Registered Agent is Emerson Allsworth, Esquire.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of August, 1998.

  
\_\_\_\_\_  
EMERSON ALLSWORTH

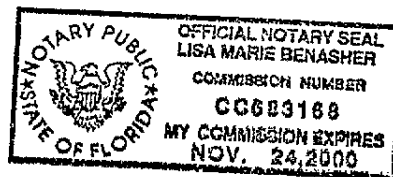
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared  
EMERSON ALLSWORTH, to me well known to be the same person  
described in and who executed these Articles of Incorporation.

He is personally known to me or who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did take  
an oath.

WITNESS my hand and seal at Fort Lauderdale, Broward County,  
Florida, this 12th day of August, 1998.

Lisa M. Benasher  
Notary Public  
Print Name:  
My Commission Number:  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted to compliance of said Act:

That EMERSON ALLSWORTH, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1177 S.E. Third Avenue, Fort Lauderdale, Florida 33316-1197, has named Emerson Allsworth, Esquire, located at 1177 S.E. Third Avenue, Fort Lauderdale, Florida 33316-1197, as its agent to accept service of process within this State.

Dated: August 12, 1998

EMERSON ALLSWORTH

*Em Allsworth*  
Emerson Allsworth, Subscriber

Having been named to accept service of process of the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

*Em Allsworth*  
EMERSON ALLSWORTH, ESQUIRE  
Registered Agent

APPROVED  
AND  
FILED

98 AUG 17 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA