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LAW OFFICES OF
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DAVID M. GOLDSTEIN

MEMBER OF FL, NY, & NJ BARS

September 14, 1998

VIA UPS

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*****70.00 *****70.00

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

Re: DECARLO & KNOERR, P.A.

To Whom It May Concern:

Enclosed please find original and one copy of Articles of Incorporation for DeCarlo & Knoerr, P.A., to be filed with the Secretary of State. I have enclosed my office account check in the sum of \$70.00 representing your fee for same.

Once filed, please return copy of same to our office. I have enclosed a self addressed stamped envelope for your convenience.

Thank you for your assistance in this matter.

Sincerely,


DAVID M. GOLDSTEIN

DMG/mg
Enclosures

FILED
98 SEP 18 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

142
18/Sept/98

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**ARTICLES OF INCORPORATION
OF
DeCARLO & KNOERR, P.A.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is DeCarlo & Knoerr, P.A.

ARTICLE II

PRINCIPAL OFFICE

The address of the corporation's principal office is 110 - 1st San Marino Terrace,
City of Miami Beach, County of Miami-Dade, State of Florida 33139.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual, that is, until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV - PURPOSE

The purpose of this corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the corporation is provide legal services and representation.

ARTICLE V - CAPITAL STOCK

The total number of shares which the corporation shall be authorized to issue or have outstanding at any one time is 500 shares. These shares shall be of a single class of

common stock, and shall have a value of \$1.00 per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII - INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

GIOIA DeCARLO
110 - 1ST SAN MARINO TERRACE
MIAMI BEACH, FLORIDA 33139

LINDA KNOERR HOBALES
110 - 1ST SAN MARINO TERRACE
MIAMI BEACH, FLORIDA 33139

ARTICLE IX - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

GIOIA DeCARLO
110 - 1ST SAN MARINO TERRACE
MIAMI BEACH, FLORIDA 33139

LINDA KNOERR HOBALES
110 - 1ST SAN MARINO TERRACE
MIAMI BEACH, FLORIDA 33139

The initial directors shall hold office until their successors are elected and

qualified as provided in the bylaws. Then the term of office of each director shall be two year(s) and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S.E. Second Street, Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

ARTICLE XI - BYLAWS

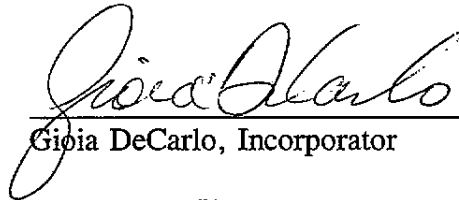
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 5 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous manner of adoption, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

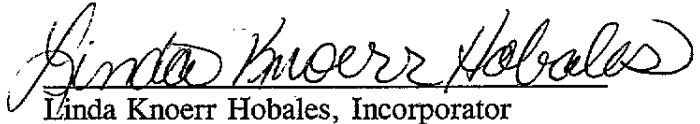
ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles

of incorporation at Miami, Miami-Dade County, Florida, on this 17th day of September, 1998.


Gioia DeCarlo, Incorporator


Linda Knoerr Hobales, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared GIOIA DeCARLO, and LINDA KNOERR HOBALES, who produced their Florida Driver's Licenses as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 17th day of September, 1998.


NOTARY PUBLIC, State of Florida at Large

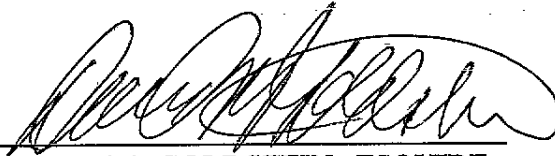
My Commission expires:



MAYRA GUELL
COMMISSION # CC576152
EXPIRES AUG 18, 2000
BONDED THROUGH
ATLANTIS BONDING CO. INC.

**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



DAVID M. GOLDSTEIN, ESQUIRE

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TALLAHASSEE FLORIDA