ACCOUNT NO.: 07210000032

REFERENCE: 990923

128504A

COST LIMIT :

ORDER DATE: October 9, 1998

ORDER TIME : 11:29 AM

ORDER NO. : 990923-005

CUSTOMER NO:

CORPORATION

128504A

CUSTOMER: Warren R. Trazenfeld, Esq

WARREN R. TRAZENFELD, P.A. WARREN R. TRAZENFELD, P.A.

1st Union Financial, Ste. 1870 800002560506--7

200 S. Biscayne Boulevard

Miami, FL 33131-2310

DOMESTIC FILING NAME:

CHARLES M. AUSLANDER, P.A.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE:

_ CERTIFIED COPY _ PLAIN STAMPED COPY

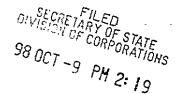
_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



CHARLES M. AUSLANDER, P.A.

(a Florida professional corporation)

In compliance with the requirements of Chapter 621 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a professional corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is CHARLES M. AUSLANDER, P.A.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to conduct the practice of law, and any other activities permitted by law.

ARTICLE III

The address of the principal office of the Corporation is 201 S. Biscayne Blvd., 10th Floor, Miami, Florida 33131.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Suite 1870, 200 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be Warren R. Trazenfeld, Esq.

<u>ARTICLE VI</u>

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Warren R. Trazenfeld, Esq.

Suite 1870

First Union Financial Center 200 South Biscayne Boulevard

Miami, Florida 33131

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of October, 1998.

Warren R. Trazenfeld, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Charles M. Auslander, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Chapter 621 of the Florida Statutes and the Florida Business Corporation Act.

DATE: October 5, 1998.

Warren R. Trazenfeld, Esq.

SECRE LAKT OF SIMILE DIVISION OF CORPORATIONS