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HENRIETTA JO PACE-EALEY, ESQ.
LEGAL ARTS BUILDING
16420 NW 83 COURT
MIAMI, FLORIDA 33016
TELEPHONE: (305) 558-2826
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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT 23 PM 12:32

October 19, 1998

Division of Corporations
P.O.B. 6327
Tallahassee, FL 32314

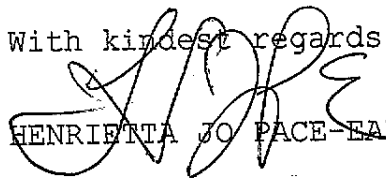
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*****78.75 *****78.75

Dear Sirs,

Please find enclosed two filing fees of \$78.75 for the attached
Articles of Incorporation of the EALEY & ASSOCIATES, P.A. and
AMBASSADOR MANAGEMENT & REALTY CORP.

Should you have any questions, please do not hesitate to call me.

With kindest regards,


HENRIETTA JO PACE-EALEY

F. CHESSEY

OCT 26 1998

Henrietta GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art I
DATE 10-26-98
DOC. EXAM BR

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
FOR
EALEY & ASSOCIATES, P.A.

ARTICLE I

The name of the corporation shall be: EALEY & ASSOCIATES, P.A.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 66 W. FLAGLER STREET - SUITE 300, MIAMI, FL.

ARTICLE III

The number of shares of stock authorized is: 100

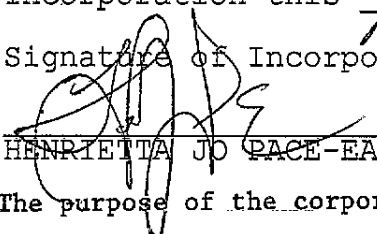
ARTICLE IV

The name and street address of the incorporator for these Articles of Incorporation is:

Henrietta Jo Pace-Ealey, Esquire
66 W. Flagler Street Suite 300
Miami, FL

The undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 1998.

Signature of Incorporator


HENRIETTA JO PACE-EALEY

ARTICLE V

The purpose of the corporation is for the practice of law.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

HENRIETTA JO PACE-EALEY, ESQ.
66 W. Flagler Street Suite 300
Miami, FL 33130

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations for my position as registered agent.

Signature
Date 10/20/98