

LAW OFFICES OF
STONE & PESTCOE
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

DAVID STONE, P.A.
ALSO ADMITTED IN NEW YORK
SCOTT L. PESTCOE, P.A.

MUSEUM TOWER • 20TH FLOOR
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE
(305) 374-0011
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P99000005109

January 13, 1999

SENT VIA FEDERAL EXPRESS

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

Re: ARTICLES OF INCORPORATION OF STONE & PESTCOE, P.A.

Dear Sir/Madam:

000002742480--3
-01/14/99--01111--014
*****78.75 *****78.75

Enclosed please find:

Articles of Incorporation of Stone & Pestcoe, P.A.

A check made payable to: Secretary of State in the amount of \$78.75.

A self-addressed, stamped envelope for a certified copy of the the Articles.

If you have any questions regarding the foregoing, please contact me.

Very truly yours,

Scott L. Pestcoe
Scott L. Pestcoe
For the Firm

SLP/nf
Enc.

Scott Pestcoe GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. II*
DATE *1/19/99*
DOC. EXAM *Dennis Brown*

D. BROWN JAN 19 1999

**ARTICLES OF INCORPORATION
OF**

STONE & PESTCOE, P.A.

A FLORIDA CORPORATION

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **STONE & PESTCOE, P.A.** and the initial address of this corporation shall be **Museum Tower, Suite 2000, 150 West Flagler Street, Miami, FL. 33130.**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida. The specific purpose for this professional service corporation will be practice of law.

ARTICLE III

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial office of this corporation shall be at **Museum Tower, Suite 2000, 150 West Flagler Street, Miami, FL. 33130**, with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be Scott L. Pestcoe.

ARTICLE VI

This corporation shall have at least two (2) directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The Board of Directors of this corporation shall initially consist of two (2) directors. The initial directors of the corporation shall hold office until the first annual meeting of Shareholders and until successor duly elected and qualified. The name and address of the initial Board of Directors shall be

**DAVID STONE and
SCOTT L. PESTCOE
Museum Tower, Suite 2000
150 West Flagler Street
Miami, FL. 33130**

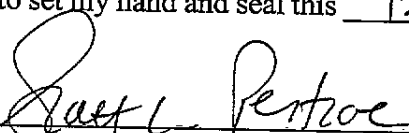
ARTICLE VIII

The name and address of the Incorporator is **SCOTT L. PESTCOE**.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.


IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of January, 1999.


SCOTT L. PESTCOE

STATE OF FLORIDA)
COUNTY OF DADE)

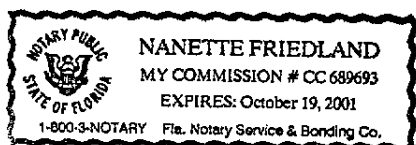
BEFORE ME, the undersigned authority, personally appeared **SCOTT L. PESTCOE** to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 13th day of January, 1999.


Notary Public

My Commission Expires:

Nanette Friedland

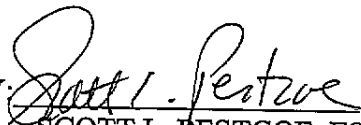


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR SERVICE OF PROCESS WITHIN
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that **STONE & PESTCOE, P.A.**, desiring to organize under the laws of State of Florida, has named **SCOTT L. PESTCOE, ESQ.**, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the Provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

BY: 
SCOTT L. PESTCOE, ESQ.
As Registered Agent

Dated: this 17th day of
January, 1999.