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FLORIDA PROFIT CORPORATION OR P.A.**STUART J. EDELMAN, P.A.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 1999

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
STUART J. EDELMAN, P.A.
A PROFESSIONAL CORPORATION

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The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the Corporation shall be Stuart J. Edelman, P.A.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

The location and address of the Corporation's office and initial principal office in Florida is 1320 South Dixie Highway, Suite 450, Coral Gables, Florida, 33146, Miami-Dade County. The initial registered agent at the registered office is Stuart J. Edelman.

ARTICLE THREE
PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE
PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional

Prepared by
Stuart J. Edelman FBV# 104023
1320 S. Dixie Hwy #450
Coral Gables, FL 33146 (305) 669-8181

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services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of legal practice.

ARTICLE SIX INCORPORATORS

The names and post office addresses of the incorporators are:

Name	Address
Stuart J. Edelman	11040 SW 139 th Avenue Miami, Florida 33186

ARTICLE SEVEN DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE EIGHT CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE NINE STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$100.00.

ARTICLE TEN AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater

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number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on January 27, 1999.



Stuart J. Edelman
Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SUBSCRIBED AND SWORN to before me this 27th day of January, 1999 by Stuart J. Edelman who is personally known to me.

(SEAL)



EDWIN S. ZASLOW
My Commission COS-19991
Expires Jun. 08, 2000



(Print Name) _____

Notary Public

Commission No.: _____

Commission Expiration: _____

Prepared by Stuart J. Edelman, Esq.
1320 South Dixie Highway, Suite 450
Coral Gables, FL 33146
(305) 669-8181
Fl. Bar No: 104023

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT **STUART J. EDELMAN, P.A.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT MIAMI, FLORIDA, HEREBY NAMES,
STUART J. EDELMAN LOCATED AT 1320 SOUTH DIXIE HIGHWAY, SUITE
450, CORAL GABLES, FLORIDA 33146 AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE:

Jan 27, 1999


**Stuart J. Edelman,
Registered Agent**

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