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ANDREA SHAYE MARGALLI

Attorney at Law

1118 Whitehead Street

Key West, Florida 33040

Tel. (305) 295-9382

January 29, 1999

Florida Department of State

Division of Corporations

New Filings Section

P.O. Box 6327

Tallahassee, Florida 32314

Re: Articles of Incorporation - Andrea Shaye Margalli, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for a new Florida Corporation, which is to be named "Andrea Shaye Margalli, P.A." My check in the amount of \$70.00 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Very truly yours,

Andrea Shaye Margalli
Andrea Shaye Margalli

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF ANDREA SHAYE MARGALLI, ATTORNEY AT LAW, P.A.**

ARTICLE I
Corporate Name

The name of this corporation is ANDREA SHAYE MARGALLI, Attorney at Law, P.A.

ARTICLE II
Principal Office

The principal place of business and mailing address of this corporation is 1118 Whitehead Street, Key West, Florida 33040.

ARTICLE III
Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV
Initial Registered Agent and Office

The name and address of the initial registered agent is Andrea Shaye Margalli, 1118 Whitehead Street, Key West, Florida 33040.

ARTICLE V
Incorporator

The name and street address of the incorporator of these articles of incorporation is Andrea Shaye Margalli, 1118 Whitehead Street, Key West, Florida 33040.

ARTICLE VI
Duration of Corporation

The duration of the corporation is perpetual.

ARTICLE VII
Purpose

The purpose of the corporation is to provide professional legal services to the public, and any other endeavors lawful under the State of Florida which may be deemed appropriate by the shareholders.

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ARTICLE VIII
Subchapter S Limitations

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation."

In addition, no shares shall be issued to or transferred to a nonresident alien.

ARTICLE IX
Corporate Management

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

ARTICLE X
Quorum for Transaction of Business

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

ARTICLE XI
Voting of Shares and Transferability

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

ARTICLE XII
Rights and Powers

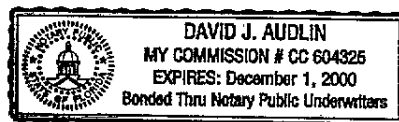
The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

Executed by the undersigned at Key West, Monroe County, Florida on this 29th day of January, 1999.

Andrea Shaye Margalli
ANDREA SHAYE MARGALLI

Sworn to and subscribed before me, the undersigned authority, by ANDREA SHAYE MARGALLI, who is personally known to me, on this 28th day of January, 1999.

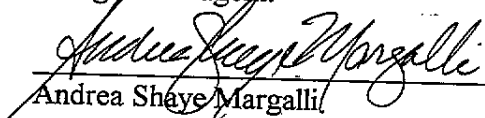
David J. Audlin
NOTARY PUBLIC

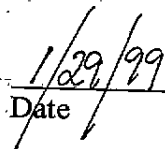


In re: Andrea Shaye Margalli, Attorney at Law, P.A.

Acceptance of Designation as Registered Agent

Having been named as registered agent and designated to accept service of process from the above corporation, 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 of my position as registered agent.


Andrea Shaye Margalli


Date

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