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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

EFFECTIVE DATE
3-22-99

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 24 AM 9:05

FLORIDA PROFIT CORPORATION OR P.A.

carl a schmitt, p.a.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

CARL A. SCHMITT, P.A.

EFFECTIVE DATE
3-22-99

ARTICLE I - NAME

The name of this Corporation is CARL A. SCHMITT, P. A.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting any and all lawful business, to engage in the practice of law and to such other things as are incidental or necessary to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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Prepared by: Carl A. Schmitt, FBN 171340 (305) 864-2369
1666 Kennedy Cswy. Ste 705, No. Bay Village, FL 33141

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT & PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 1666 Kennedy Causeway, Suite 705, North Bay Village, Florida 33141, and the name of the initial registered agent of this Corporation at that address is Carl A. Schmitt, and the street address of the principal office of this Corporation is 1666 Kennedy Causeway, Suite 705, North Bay Village, Florida 33141.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director (s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but there shall never be less than one. The name(s) and address (es) of the initial Directors of this Corporation is/are:

NAME

CARL A. SCHMITT

ADDRESS

1666 Kennedy Causeway
Suite 705
North Bay Village, FL 33141

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ARTICLE IX - INCORPORATOR

The name (s) and address (s) of the person (s) signing these Articles is/are:

NAME

CARL A. SCHMITT

ADDRESS

1666 Kennedy Causeway
Suite 705
North Bay Village, FL 33141

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber (s) has/have executed these Articles of Incorporation this 22 day of March, 1999.


SUBSCRIBER, CARL A. SCHMITT

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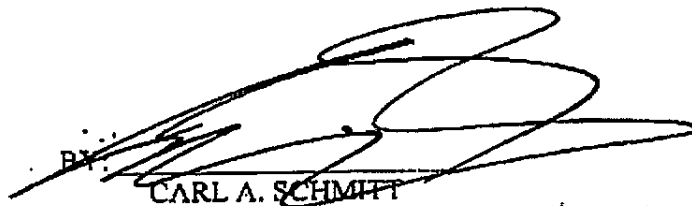
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in
compliance with said Act:

That CARL A. SCHMITT, P.A., desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of
North Bay Village, County of Dade, State of Florida, has named CARL A. SCHMITT, located at
1666 Kennedy Causeway, Suite 705, North Bay Village, Florida 33141, County of Dade, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to
comply with the provision of said Act relative to keeping open said office.

BY: 
CARL A. SCHMITT

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