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Law Office of
DECARLO & KNOERR, P.A.

4984 Pine Island Road
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March 30, 1999

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: KATHLEEN COOPER GRILLI, P.A.

Dear sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Kathleen Cooper Grilli, P.A., a Florida corporation, along with this firm's check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Very truly yours,

Linda M. Knoerr

Linda M. Knoerr
Fla Bar #0005363

LMK/cb
Enclosures

FILED
99 APR -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
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**ARTICLES OF INCORPORATION
OF
KATHLEEN COOPER GRILLI, P.A.**

A FLORIDA CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of KATHLEEN COOPER GRILLI, P.A., a Florida professional service corporation (the "Corporation"), under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered, the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is KATHLEEN COOPER GRILLI, P.A., a Florida corporation, and the street address of the initial principal office of the Corporation is 16754 N.W. 20th Street, Pembroke Pines, FL 33028, and the mailing address of the Corporation is 16754 N.W. 20th Street, Pembroke Pines, Florida 33028.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional legal services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice law in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional legal services.

*PREPARED BY: Linda M. Knoerr, Esquire
DeCarlo & Knoerr, P.A.
4984 Pine Island Road
Lauderhill, FL 33351-5314
Florida Bar No.*

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE IV

LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is an attorney duly licensed to practice law in the State of Florida.

ARTICLE V

DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any shareholder, officer, employee or agent of this Corporation, who has been rendering professional legal services to the public, becomes legally disqualified to practice law in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continuing rendering of such professional legal services, he or she shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

Name

Address

Kathleen Cooper Grilli

16754 N.W. 20th Street
Pembroke Pines, FL 33028

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the Corporation is Linda M. Knoerr, Esq., 4984 Pine Island Road, Lauderhill, FL 33351-5314.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4984 Pine Island Road, Lauderhill, FL 33351-5314, and the name of the initial Registered Agent of the Corporation at that address is Linda M. Knoerr, Esquire.

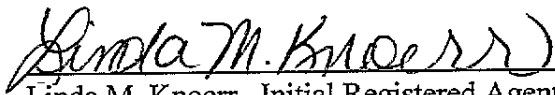
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of March, 1999.


Linda M. Knoerr, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Kathleen Cooper Grilli, P.A., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act 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.

Dated: March 31, 1998


Linda M. Knoerr, Initial Registered Agent

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99 APR -5 AM 10:22
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