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Law Offices of Menchero & Tahbaz
42 NW 27th Avenue, Suite 308
Miami, FL 33125
(305)643-7077 (tel)
(305)643-7099 (fax)

May 4, 1999

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

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-05/10/99--01093--007
*****87.50 *****87.50

Dear Sir/Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check for \$87.50 is enclosed for the following fees:

Filing Fees	\$35.00
Registered Agent Fee	\$35.00
Certificate of Status	\$ 8.75
Certified Copy of Articles	\$ 8.75

Please file the original of the enclosed Articles of Incorporation and return the certified copy of the Articles of Incorporation and the Certificate of Status to me at the above address.

I would appreciate your prompt attention to this matter.

Sincerely,



Laura Menchero

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99 MAY 10 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 13 1999

**ARTICLES OF INCORPORATION
OF
MENCHERO & TAHBAZ, P.A.
a Florida Professional Service Corporation**

The undersigned, acting as Incorporator of a Florida corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MENCHERO & TAHBAZ, P.A.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is located at 42 N.W. 27th Avenue, Suite 308, Miami, Florida 33125.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that a law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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firm, duly authorized under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice law therein.

2. Investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. Transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$1.00 par value Common Stock. None of the shares of the Corporation may be issued to anyone other than an individual duly authorized to practice law in the State of Florida.

ARTICLE VI

VOTING TRUSTS

No shareholder of the Corporation shall enter into a voting

trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the Bylaws, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation. If any shareholder shall become legally disqualified to practice law in the State of Florida, or accept employment that, pursuant to existing law, places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted

by the shareholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 42 N.W. 27th Avenue, Suite 308, Miami, Florida 33125, the name of the initial Registered Agent of the Corporation at that address is LAURA MENCHERO.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their 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 names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Laura Maria Menchero	42 N.W. 27th Avenue Suite 308 Miami, FL 33125
Hedayat Tahbaz	42 N.W. 27th Avenue Suite 308 Miami, FL 33125

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

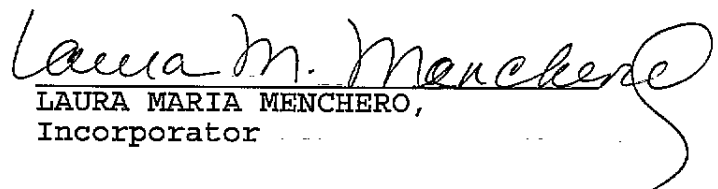
<u>Name</u>	<u>Address</u>
Laura Menchero	42 N.W. 27th Avenue Suite 308 Miami, Florida 33125

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th of May, 1999.


LAURA MARIA MENCHERO,
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of MENCHERO & TAHBAZ, P.A., made in the foregoing Articles of Incorporation.

Date: May 4, 1999 Laura M. Mencher
LAURA MARIA MENCHERO

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