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LAW OFFICES

FULLER, MALLAH & ASSOCIATES
PROFESSIONAL ASSOCIATION

LAWRENCE A. FULLER*

JOHN D. MALLAH**

JOHN P. FULLER

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**MEMBER OF N.Y., D.C. AND FLORIDA BARS

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June 1, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
JOHN D. MALLAH, P.A.

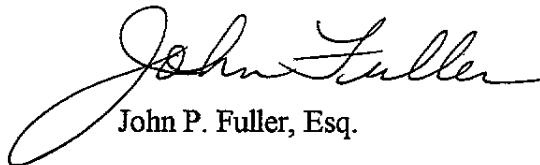
To Whom It May Concern:

Enclosed herein for filing are the original Articles of Incorporation for JOHN D. MALLAH, P.A. Also enclosed is the filing fee. Please provide the undersigned with a certified copy. I have enclosed a self-addressed stamped envelope.

Thank you.

Sincerely,

FULLER, MALLAH & ASSOCIATES, P.A.


John P. Fuller, Esq.

JPF/sp
enclosures

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FILED
99 JUN -3 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(FS § 607.164 and Chapter 621)**

FILED
99 JUN -3 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I
NAME OF CORPORATION**

The name of this corporation shall be JOHN D. MALLAH, P.A.

**II
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation as follows:

- a. To engage in every aspect in the practice of law, and all of its fields of specializations, as are engaged in by lawyers.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To engage in no other business other than the rendition of the professional services specified herein.
- d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III
CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share per value.

- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certification shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV DURATION

The corporation shall have perpetual existence.

V REGISTERED AGENT

The address of this corporation's initial registered office is 1111 Lincoln Road Mall, Suite 802, Miami Beach, Florida 33139 and the name of its initial registered agent at said address is Lawrence A. Fuller.

VI BOARD DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The name and address of the initial Director of this corporation is:

John D. Mallah, Esq.
1111 Lincoln Road Mall, Suite 802
Miami Beach, Florida 33139

VII INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professionals services for which the corporation is organized, or

accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholders's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida this 27 day of May, 1999.



JOHN D. MALLAH, INCORPORATOR

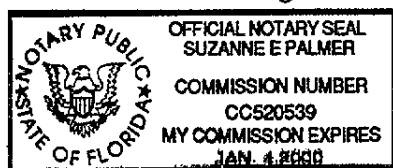


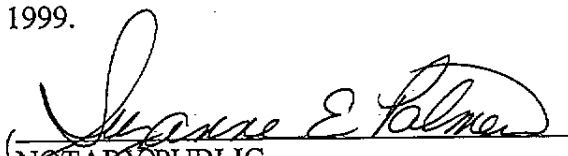
LAWRENCE A. FULLER, REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared John D. Mallah, who is known to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the said County and State, this 27th day of May, 1999.





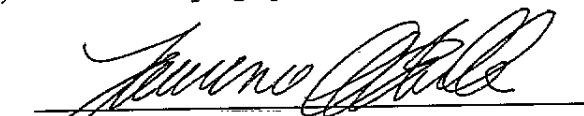
NOTARY PUBLIC
STATE OF FLORIDA

SUZANNE E PALMER

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



REGISTERED AGENT

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99 JUN -3 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA