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LAW OFFICES OF
DAVID K. MARKARIAN
A PROFESSIONAL ASSOCIATION
GROVE FOREST PLAZA
2937 SOUTHWEST 27TH AVENUE
SUITE 104
COCONUT GROVE, FLORIDA 33133
TELEPHONE (305) 443-1331
FACSIMILE (305) 443-1063
E-MAIL markarianlaw@bellsouth.net

June 2, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Heise Markarian, P.A.

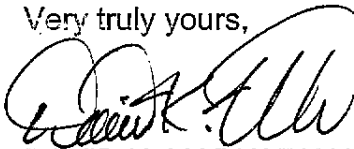
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Heise Markarian, P.A., along with my firm check in the sum of \$78.75, representing the \$70.00 filing fee and an additional \$8.75 for a Certificate of Status.

Once this corporation has been filed, kindly forward to me a copy of the Articles of Incorporation of Heise Markarian, P.A. and Certificate of Status.

Thank you for your attention to this matter. If anything further is needed in order to expedite the filing of this corporation, kindly advise.

Very truly yours,


DAVID K. MARKARIAN

DKM/lmo
Enclosures

FILED
99 JUN -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUN 8 1999

ARTICLES OF INCORPORATION

OF

HEISE MARKARIAN, P.A.

FILED
99 JUN -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons/corporations competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be: **Heise Markarian, P.A.**

ARTICLE II – PURPOSE

The corporation will conduct business as a law firm and for all other lawful purposes permitted under the law. The specific purpose is to practice law.

ARTICLE III – SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 100 shares of common stock having a par value of \$1.00 (One and No/00 Dollar) per share.

ARTICLE IV – CAPITAL

The amount of capital with which the corporation will begin business shall be \$1,000.00 (One Thousand and No/00 Dollars).

ARTICLE V – DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

David K. Markarian
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

Mark J. Heise
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

ARTICLE VI – OFFICE

The principal office of this corporation will be:

Heise Markarian, P.A.
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

ARTICLE VII – REGISTERED AGENT

The registered agent for the corporation shall be *DAVID K. MARKARIAN*
and the registered office of the corporation shall be:

Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

ARTICLE VIII – SUBSCRIBERS

The names and addresses of the subscribers to the Articles of
Incorporation and the amount of stock that they agree to take are as follows:

David K. Markarian
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

Mark J. Heise
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

500 Shares

500 Shares

ARTICLE IX – OFFICERS

The name and address of the initial officers of the corporation are as
follows:

David K. Markarian, *President*
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

Mark J. Heise, *Vice President*
Grove Forest Plaza, Suite 104
2937 S.W. 27th Avenue
Coconut Grove, Florida 33133

ARTICLE X – AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

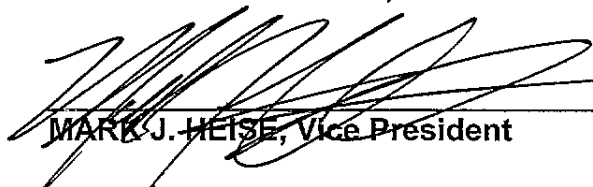
ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 2nd day of June, 1999.



DAVID K. MARKARIAN, President

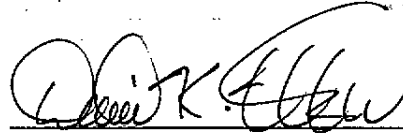


MARK J. HEISE, Vice President

OATH OF ACCEPTANCE OF REGISTERED AGENT

In compliance with sections 48.091 and 607.034, Florida Statutes, I, *DAVID K. MARKARIAN*, do hereby agree to accept service of process for the

foregoing corporation and abide by the laws and provision of the foregoing Florida Statutes regarding same.



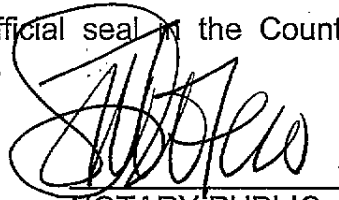
DAVID K. MARKARIAN
Registered Agent

Dated: 6/2/99

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared **DAVID K. MARKARIAN** and **MARK J. HEISE**, to be known to be the persons described as subscribers in, and who executed the foregoing, Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 2nd day of June, 1999.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Lillian M. Otero
MY COMMISSION # CC784754 EXPIRES
October 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 JUN -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA