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B. WAYNE OLIVIE

Attorney at Law
782 N. W. 42 Avenue
Suite 330
Miami, Florida 33126
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June 10, 1999

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

800002902198--9
-06/11/99-01068-007
***78.50 ***78.50

Re: B. WAYNE OLIVIE, P. A.

Dear Madam/Sir:

Enclosed is an original and one(1) copy of the articles of incorporation for B. WAYNE OLIVIE, P. A. together with my check for \$78.50.

Please return the copy and certificate to me at the address on the letterhead.

Thank you for your attention.

Sincerely,

B. Wayne Olive
B. Wayne Olive

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN 11 PM 2:08

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. WAYNE OLIVIE, P. A.

The undersigned subscriber to these Articles of Incorporation for its professional service corporation, a natural person competent to contract, pursuant to Florida Statute 621 forms a professional service corporation under the laws of the State of Florida and states as follows:

ARTICLE I. NAME

The name of this professional service corporation shall be:

B. WAYNE OLIVIE, P. A.

The principal place of business of this corporation shall be 782 N. W. 42 Avenue, Suite 330, Miami, Florida 33126 and the mailing address shall be 782 N. W. 42 Avenue, Suite 330, Miami, Florida 33126.

ARTICLE II. NATURE OF BUSINESS

This corporation is organized as a professional service corporation and is incorporated under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, specifically doing business as an Attorney at Law Office.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

This corporation shall issue capital stock only to individuals who are duly registered and licensed as attorneys legally authorized to render legal services and practice law for which the corporation is incorporated. No shareholder of the corporation shall sell or transfer his/her shares except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 782 N. W. 42 Avenue, Suite 330, Miami, Florida 33126, and the name of the initial registered agent of the corporation at that address is B. Wayne Olivie.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be set forth in the By-Laws. The name and addresses of the initial officer and director of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

B. WAYNE OLIVIE President/VP/Treas./Sec./Director
782 N.W. 42 Avenue, Suite 330
Miami, Florida 33126

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves, at the request of this corporation, as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of that person having heretofore or hereafter taken or omitted by that person as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by that person in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise

interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that any such firm or director so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer or such other corporation or not so interested.

ARTICLE IX

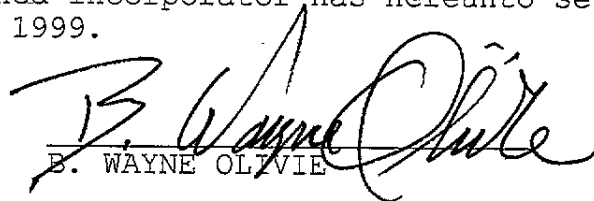
This corporation shall not engage in any business other than legal services or the practice of law for which it is specifically incorporated. This shall, however, not be interpreted to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds or other types of investment or from owning real or personal property necessary for housing and providing real estate appraisal services.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

B. WAYNE OLIVIE
782 N. W. 42 Avenue, Suite 330
Miami, Florida 33126

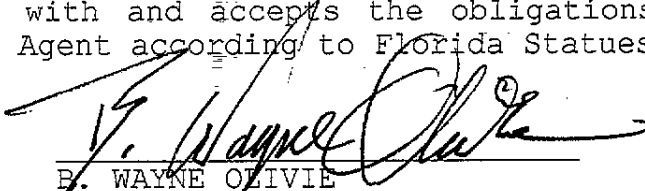
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this ___ day of June, 1999.


B. WAYNE OLIVIE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

William D. Rutan having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing

Articles, is familiar with and accepts the obligations of the
position of Registered Agent according to Florida Statutes.


B. WAYNE OLIVIE

FILED
1999 JUN 11 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA