

The Law Offices of
Steven Silverman, P.A.

9400 South Dadeland Boulevard
Suite 600
Miami, Florida 33156
Telephone 305-666-6111
Telefax 305-670-8114
E-Mail miamilaw@abnet.org

P99000061241

June 23, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

RE: **Laura E. Vizcarra, P.A.**
Our File No.: 99-3649

200002922532--1
-07/02/99--01077--007
*****122.50 *****78.75

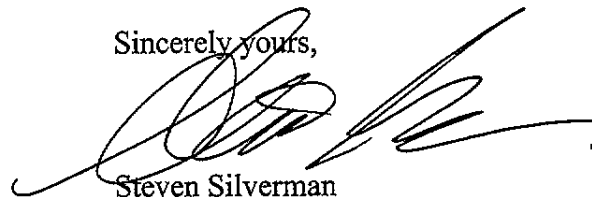
FILED
JUL -2 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,



Steven Silverman

SS/rm
Enclosures

C. GALLMON-CASE JUL 09 1999

ARTICLES OF INCORPORATION

OF

LAURA E. VIZCARRA, P.A.

99 JUL -2 AM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the professional service corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the professional service corporation is **LAURA E. VIZCARRA, P.A.**

ARTICLE II

PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III

TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the State of Florida.

ARTICLE IV

CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The address of the principal office and initial registered office of this professional service corporation is: 90 Edgewater Drive, Apt. 414, Coral Gables, Florida 33133. The name of the initial registered agent at that address is: **Laura E. Vizcarra**, 90 Edgewater Drive, Apt. 414, Coral Gables, Florida 33133.

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of director shall consist of one member. The name and address of the members of the first board of directors are:

LAURA E. VIZCARRA
90 Edgewater Drive
Apt. 414
Coral Gables, Florida 33133

ARTICLE VII

SUBSCRIBER

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

LAURA E. VIZCARRA
90 Edgewater Drive
Apt. 414
Coral Gables, Florida 33133

ARTICLE VIII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of the shareholders, or in the event of the death of any of the shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provision shall not effect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting, especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE X

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

MEETING BY CONFERENCE TELEPHONE

Members of the board of directors may participate in regular or special meetings of the board of directors by means of conference telephone as provided by law.

ARTICLE XII

INDEMNIFICATION

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

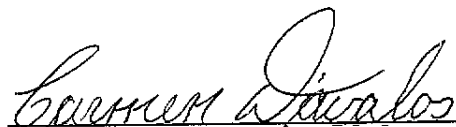
IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation on the 16 day of June, 1999.


LAURA E. VIZCARRA

STATE OF FLORIDA }
 }SS:
COUNTY OF MIAMI-DADE }

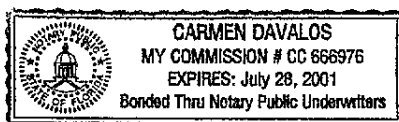
Before me, the undersigned authority, personally appeared **LAURA E. VIZCARRA**, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 16 day of JUNE, 1999.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: CARMEN DAVALOS

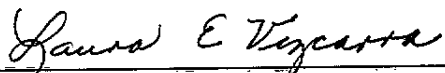
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

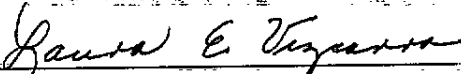
That **LAURA E. VIZCARRA, P.A.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Coral Gables, state of Florida, has named **Laura E. Vizcarra** located at: 90 Edgewater Drive, Apt. 414, Coral Gables, Florida 33133, state of Florida, as its agent to accept service of process within Florida.



LAURA E. VIZCARRA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16 day of June, 1999.



LAURA E. VIZCARRA

FILED
99 JUL -2 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA