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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CHARLES K. GEORGE, ESQ., P.A.

The undersigned hereby presents these Articles of Incorporation, for the formation, under the laws of the State of Florida, of a professional service corporation described in Chapter 621, Florida Statutes.

ARTICLE I.

NAME

The name of this corporation is: CHARLES K. GEORGE, ESQ., P.A.

ARTICLE II.

NATURE OF BUSINESS

The general purpose for which this corporation is initially organized shall be:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida, is authorized to render; but such professional services shall be rendered only through its officers, employees and agents who are duly licensed under the laws of the State of Florida to practice therein.

However, the foregoing purpose shall not be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real and personal property necessary for the rendering of professional services.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to issue 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V.

TERM OF EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law. The corporation shall be effective as of September 13, 1999.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation in the State of Florida is 4800 LeJeune Road, Coral Gables, Florida 33146 and the name of the registered agent at that address is: CHARLES K. GEORGE, ESQ.

ARTICLE VII.

DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time, by by-laws adopted by the shareholders, but shall never be less than one (1). All directors shall possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII.

INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. George, Esq.	4800 LeJeune Road Coral Gables, Florida 33146

ARTICLE IX.

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. George, Esq.	4800 LeJeune Road Coral Gables, Florida 33146

ARTICLE X.

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which he is to vote, multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE XI.

SHAREHOLDERS

This corporation shall not issue, and no shareholder may sell or transfer its or his shares of capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those

for which the corporation was incorporated. No shareholder of this corporation shall enter into a voting trust agreement, or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE XII.

DISQUALIFICATION TO RENDER PROFESSIONAL SERVICES

No officer, shareholder, agent or employee of this corporation shall be permitted to continue as such upon becoming legally disqualified to render professional services within the State of Florida for which this corporation has been organized. In the event any shareholder becomes, or is in any way, legally disqualified or restricted or limited in his ability to practice, such shareholder's shares shall immediately become subject to purchase by this corporation.

ARTICLE XIII.

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the purposes as herein above stated and the general powers conferred on this corporation by the laws of the State of Florida, this corporation shall have any and all of the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to its shareholders any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who dies or desires to sell, transfer, or otherwise dispose of his shares; provided, however, such purchase does not result in the capital of this corporation being impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
- (3) other deferred payment compensation plans, or
- (4) incentive compensation plans.

ARTICLE XIV.

AMENDMENT

These 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 stock 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.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation, this 1st day of September, 1999.




CHARLES K. GEORGE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared CHARLES K. GEORGE to me well known to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, County of Miami-Dade, Florida this 1st day of September, 1999.


NOTARY PUBLIC

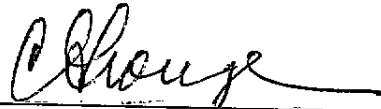
My Commission Expires:



**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:

FIRST: That CHARLES K. GEORGE, ESQ., 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 CHARLES K. GEORGE, ESQ. located at
4800 LeJeune Road, Coral Gables, Florida 33146 as its agent to accept service of
process within Florida.



CHARLES K. GEORGE, Corporate Officer

Title: President

Date: September 1, 1999

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.



CHARLES K. GEORGE, Resident Agent

Date: September 1, 1999

99 SEP 20 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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