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TRANSMITTAL LETTER

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

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-11/03/99--01043--003
*****78.75 *****78.75

RAUL G. ORDONEZ, Jr., P..A.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Raul G. Ordenez, Jr.

Name (Printed or typed)

8390 West Flagler Street, Suite 205

Address

Miami, Florida 33144

City, State & Zip

(305) 553-9243

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -3 AM 11:25

FILED

NOTE: Please ...

T BROWN NOV - 4 1999

ARTICLES OF INCORPORATION
OF
RAUL G. ORDONEZ, Jr., P.A.

FILED
99 NOV -3 AM 11:25
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

The name of the professional service corporation is RAUL G. ORDONEZ, Jr., P.A.

ARTICLE II

NATURE OF BUSINESS

The professional service corporation is organized for transacting any and all lawful business 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 property necessary for the rendering of professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value is as follows: FIVE HUNDRED (500) at ONE DOLLAR (\$1.00) par value shares. 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 IV

TERM OF EXISTENCE

This professional service corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this professional service corporation is to be located at: 8390 West Flagler Street, Suite 205, Miami, Florida 33144

**ARTICLE VI
INITIAL DIRECTORS**

The name of directors of this professional service corporation shall be one (1) initially , but may be increased according to the by-laws adopted by the shareholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws of the State of Florida, shall hold office for the first year of this professional service corporation's existence or until his successors are elected and have qualified, are as follows:

RAUL G. ORDONEZ, Jr.---President, Vice-President, Secretary, Treasurer, Director
Attorney at Law
8390 West Flagler Street
Suite 205
Miami, Florida 33144

**ARTICLE VIII
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every ammendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the by-laws, or by separate agreement 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 its shareholders, or in the event of the death of any of its 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 provisions shall not affect 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 corporation may sell or transfer 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 its 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, is elected to a public office, or accepts employment that places restrictions or limitation on the 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 by-laws adopted by the shareholders.

CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


First that: RAUL G. ORDONEZ, JR., P.A., desiring to organize under the laws of the State of Florida , with its principal office, as indicated in the Articles of Incorporation, at County of Miami-Dade, State of Florida, has named:

RAUL G. ORDONEZ, JR.
Attorney at Law
8390 West Flagler Street
Suite 205
Miami, Florida 33144

County of Miami-Dade, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated professional service corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RAUL G. ORDONEZ, JR.
ATTORNEY AT LAW, RESIDENT AGENT
Dated this 1ST day of NOVEMBER, 1999

**ARTICLE X
INCORPORATORS**

The name and address of the Incorporator of the professional service corporation is :

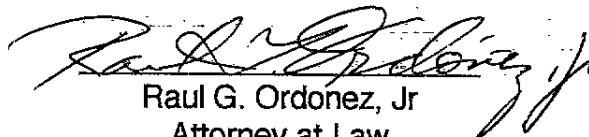
RAUL G. ORDONEZ, JR.
ATTORNEY AT LAW
8390 WEST FLAGLER STREET
SUITE 205
MIAMI, FLORIDA 33144

**ARTICLE XI
RESIDENT AGENT**

The resident agent upon whom service of process is to be made is:

RAUL G. ORDONEZ, JR.
Attorney at Law
8390 WEST FLAGLER STREET
SUITE 205
MIAMI, FL 33144

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles at Miami-Dade County, Florida, for the use and purposes aforesaid.



Raul G. Ordonez, Jr
Attorney at Law
Incorporator