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OF
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

December 3, 1999

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*****70.00 *****70.00

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

Re: Nina Stillman Mandel, P.A. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,

Judith Kenney
Judith Kenney

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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12-8-99

ARTICLES OF INCORPORATION

OF

NINA STILLMAN MANDEL, P.A.

The undersigned, acting as incorporator and desiring to organize a professional service corporation pursuant to the laws of the State of Florida, signs the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be and is:

NINA STILLMAN MANDEL, P.A.

(hereinafter the "Corporation").

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation will be as follows:

- (a) To engage in every phase and aspect of the business of rendering professional services to the public as attorneys duly licensed under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. 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 or her stock.

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TALLAHASSEE FLORIDA
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- (c) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment.
- (d) Without limiting the generality of any of the foregoing language, the Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) Shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Existence

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Agent; Principal Office

The street address and the mailing address of the initial registered office of this Corporation is 1200 Alfred I. duPont Building, 169 East Flagler Street, Miami, Florida 33131 and the initial registered agent at that address is NINA STILLMAN MANDEL. The principal office of this Corporation is 1200 Alfred I. duPont Building, 169 East Flagler Street, Miami, Florida 33131.

ARTICLE VI

Stock Transferability

No stockholder of this Corporation may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a stockholder of a professional service corporation under the laws of the State of Florida.

ARTICLE VII

Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

Initial Director

The name and street address of the initial Director of the Corporation are:

Nina Stillman Mandel 1200 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE IX

Incorporator

The name and street address of the incorporator, who is an attorney, duly licensed under the laws of the State of Florida to render services as such is NINA STILLMAN MANDEL, 1200 Alfred I. duPont Building, 169 East Flagler Street, Miami, Florida 33131.

ARTICLE X

Indemnification

This Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 2nd day of December, 1999.



MINA STILLMAN MANDEL

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NINA STILLMAN MANDEL, P.A., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 2nd day of December, 1999.



NINA STILLMAN MANDEL
Registered Agent

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TALLAHASSEE FLORIDA