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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FLORIDA PROFIT CORPORATION OR P.A.

MEGIAS, MCCABE & SAMILJAN, P.A.

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ARTICLES OF INCORPORATION

OF

MEGIAS, McCABE & SAMILJAN, P.A.

The undersigned, for the purpose of forming a corporation under the Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is MEGIAS, McCABE & SAMILJAN, P.A.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation engaged in the practice of law.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, 181940, 4000 Hollywood Boulevard, Suite 485 South,
Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer
4000 Hollywood Blvd., Suite 485 South
Hollywood, FL 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The name and address of the person to serve as member of the initial board of directors is:

Carlos Megias
2135 S. Congress Ave., Suite 3C
West Palm Beach, FL 33406

Timothy McCabe
2135 S. Congress Ave., Suite 3C
West Palm Beach, FL 33406

Steven Samiljan
2135 S. Congress Ave., Suite 3C
West Palm Beach, FL 33406

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Robert M. Kramer
4000 Hollywood Blvd., Suite 485 South
Hollywood, FL 33021

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the

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Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

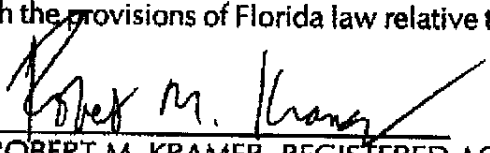
2135 South Congress Avenue
Suite 3C
West Palm Beach, FL 33406

Executed by the undersigned on the 8th day of December, 1999.


ROBERT M. KRAMER, INCORPORATOR

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ROBERT M. KRAMER, REGISTERED AGENT

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