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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VILA, PADRON & CARRILLO, P.A.

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VILA, PADRON & CARRILLO, P.A.

The undersigned subscriber to these Articles of Incorporation, attorneys duly licensed to practice law in the State of Florida, hereby presents these Articles for the formation of a corporation under the "Professional Service Corporation Act," F.S. 621.01 et seq. and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is VILA, PADRON & CARRILLO, P.A., and the principal address of the corporation is 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE II - PURPOSE

The purposes for which the corporation is established are:

A. Conducting the practice of law only through persons qualified to practice law in the State of Florida. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the State of Florida. The Corporation shall at all times comply with standards of professional conduct promulgated by the State of Florida.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the practice of law.

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in the Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the

Prepared by: Carlos E. Padron (FL Bar #866997)  
Vila, Padron & Carrillo  
338 Minorca Avenue  
Coral Gables, FL 33134

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accomplishment of the purposes or the attainment of the objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand Five Hundred (1500) shares of common stock having One Dollar (\$1.00) par value per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE IV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the 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 thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting especially called for such purposes. If any shareholder shall

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become legally disqualified to practice law in the State of Florida, or otherwise be restricted or limited by law in the continued rendering of legal services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with By-Laws adopted by the shareholders.

ARTICLE V - VOTING TRUSTS

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence commencing on the 1st day of January, 1999.

ARTICLE VII - CORPORATE OFFICES

The initial street address of the principal office of the Corporation in the State of Florida is: 338 Minorca Avenue, Coral Gables, Florida 33134. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent of the Corporation is CARLOS E. PADRON, and the address of the initial registered office for the purposes of service of process is 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE IX - SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as subscriber, who is a licensed attorney, licensed under the laws of the State of Florida to render services as such is: CARLOS E. PADRON, 338 Minorca Avenue, Coral Gables, Florida 33134.

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ARTICLE X - DIRECTORS

The business of the Corporation shall be managed initially by three (3) Directors. The number of Directors may be increased from time to time by amending the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

FELIX R. CARRILLO

338 Minorca Avenue  
Coral Gables, FL 33134

CARLOS E. PADRON

338 Minorca Avenue  
Coral Gables, FL 33134

OSCAR J. VILA, III

338 Minorca Avenue  
Coral Gables, FL 33134

ARTICLE XI - CONTRACTS, INTER-CORPORATE TRANSACTIONS  
AND DIRECTOR LIABILITY

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interest in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a part to, or may be interested in, any contract or transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he/she may be in any way interested.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the

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following powers:

A) To enter into, or become a partner in, any management for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation for the purpose of rendering legal services.

B) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plans.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 1999.

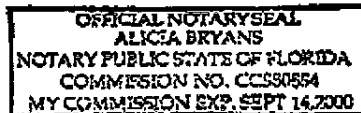
  
CARLOS E. PADRON

STATE OF FLORIDA            )  
  ss:  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared CARLOS E. PADRON, to me personally known and known to me to be person described in and who executed the foregoing Article of Incorporation and who executed the same for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of January, 1999.

  
Notary Public, State of Florida at Large  
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES 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 VILA, PADRON & CARRILLO, P.A., desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of business at the City of Coral Gables,  
County of Miami-Dade, State of Florida, has named CARLOS E. PADRON, located at 338  
Minorca Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within  
Florida.

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.



CARLOS E. PADRON  
Date: January 4, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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