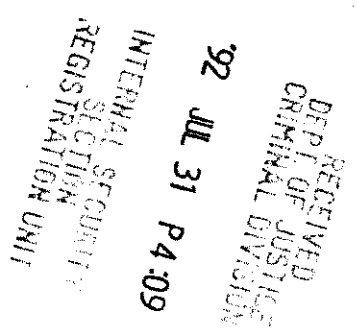
EXHIBIT C


RECEIVED
DEP'T OF JUSTICE
CRIMINAL DIVISION
'92 JUL 31 P4:09
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

AUG 15 1988

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 10, 1988

Maria Ojeda, Legal Assistant
SANDLER TRAVIS & ROSENBERG
444 Brickell Ave., Rivergate Plaza
Miami, FL 33131-2470

Re: Document Number 887866

Dear Ms. Ojeda:

This will acknowledge receipt of your Amendment to the Articles of Incorporation for SANDLER AND TRAVIS, P.A., changing its name to SANDLER, TRAVIS & ROSENBERG, P.A., a Florida corporation, which was filed on August 10, 1988. Your remittance totaling $20.00 has been received.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

BRENDA L. TADLOCK
Division of Corporations

CR2E042

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SANDLER & TRAVIS, P.A.

FILED
88 AUG 10 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in accordance with Article XV of the Articles of Incorporation of Sandler & Travis, P.A. and with Florida Statutes, § 607.181, do hereby amend the Articles of Incorporation of Sandler & Travis, P.A. as follows:

FIRST: Article 1 of the original articles shall be deleted in its entirety and substituted in its place shall be the following:

ARTICLE I

NAME

The name of the Corporation is:

SANDLER, TRAVIS & ROSENBERG, P.A.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 5 day of August, 1988.*

Gilbert Lee Sandler, President

ATTESTED TO:

Thomas G. Travis, Secretary

5 : H81346P

The foregoing amendment was adopted by the shareholders of the corporation on August 5, 1988.

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SANDLER AND TRAVIS, P.A., a corporation organized under the Laws of the State of Florida, filed on September 15, 1980, effective September 8, 1980.

The charter number for this corporation is 687866.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 17th day of September, 1980.

George Firestone
Secretary of State

CER 101 Rev. 8-79

FILED

DEP 15 2 46 PM '80

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SANDLER AND TRAVIS, P.A.

THE UNDERSIGNED, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is:

SANDLER AND TRAVIS, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

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 officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and 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 these 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 accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this 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 this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of one ($1.00) Dollar per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice accounting in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than One Hundred ($100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually, unless sooner dissolved according to law, and shall begin existence September 8, 1980.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

Rivergate Plaza - Suite 905
444 Brickell Avenue
Miami, Florida

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). If required by the ethics of the legal profession, directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII

INITIAL DIRECTOR, REGISTERED AGENT AND SUBSCRIBER

The names and addresses of the members of the first Board of Directors are:

THOMAS G. TRAVIS	Rivergate Plaza - Suite 905 444 Brickell Avenue Miami, Florida
GILBERT LEE SANDLER	Rivergate Plaza - Suite 905 444 Brickell Avenue Miami, Florida

The name and street address of the initial Registered Agent is:

CRAIG DONOFF, ESQ.	GOODWIN, RYSKAMP, WELCHER, CARRIER & DONOFF, P.A. 401 City National Bank Building 25 West Flagler Street Miami, Florida 33130

The names and addresses of the subscribers to these Articles of Incorporation are:

THOMAS G. TRAVIS
Rivergate Plaza - Suite 905
444 Brickell Avenue
Miami, Florida

GILBERT LEE SANDLER
Rivergate Plaza - Suite 905
444 Brickell Avenue
Miami, Florida

ARTICLE IX

VOTING TRUSTS

No shareholder of this 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 shares.

ARTICLE X

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock, 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 the number to be voted for, or any two (2) or more of them, as he may see fit.

ARTICLE XI

CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation

or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may have become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the By-Laws adopted by a majority of the shareholders of this Corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this 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 relevent terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a

shareholder of this Corporation. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XIV

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, this Corporation shall have all and singular the following powers:

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.

To deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

At its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation setting forth the terms and conditions of such purchase;

provided, however, the capital of this Corporation is not impaired.

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. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

ARTICLE XV

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 stockholders, and approved at a stockholders' 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 of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of Incorporation this 8th day of September, 1980.

THOMAS G. TRAVIS

GILBERT LEE SANDLER

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared THOMAS G. TRAVIS and GILBERT LEE SANDLER, to me well

known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 8th day of September, 1980.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 1 1982
BONDED THRU GENERAL INS. UNDERWRITERS

FILED

SEP 15 2 46 PM '80

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SANDLER AND TRAVIS, P.A. (NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI (CITY)

STATE OF FLORIDA (STATE), HAS NAMED CRAIG DONOFF, ESQ. (NAME OF RESIDENT AGENT)

OF GOODWIN, RYSKAMP, WELCHER, CARRIER & DONOFF, P.A.

LOCATED AT 401 City National Bank Building, 25 West Flagler Street (STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____ (CLERK)
GILBERT LEE SANDLER

TITLE PRESIDENT

DATE September 8, 1980

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.

SIGNATURE _____

DATE September 8, 1980