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FILED

In the office of the Secretary of State  
of the State of California

JAN 07 1991

*March Fong Eu*  
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION

OF

TIMOTHY D. MCGONIGLE,

A PROFESSIONAL CORPORATION

I

The name of this corporation is TIMOTHY D. MCGONIGLE, A  
Professional Corporation.

II

The purpose of the corporation is to engage in the  
profession of law and any other lawful activities (other than the  
banking or trust company business) not prohibited to a  
corporation engaging in such profession by applicable laws and  
regulations.

This corporation is a professional corporation within the  
meaning of Part IV of Division 3 of Title I of the California  
Corporations Code.

III

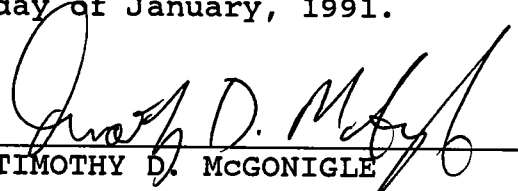
The name in the State of California of this corporation's  
initial agent for service of process is:

Timothy D. McGonigle  
2029 Century Park East  
Suite 1700  
Los Angeles, CA 90067

IV

The total number of shares which this corporation is authorized to issue is one hundred (100) shares of common stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of January, 1991.

  
TIMOTHY D. MCGONIGLE