

P000 0000 3847
LAW OFFICES
KOEPPPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN
ESPERANTÉ BUILDING
222 LAKEVIEW AVENUE
SUITE 260

WEST PALM BEACH, FLORIDA 33401-6146

JOEL P. KOEPPPEL, P.A.
MEMBER FL & NY BARS

TELEPHONE (561) 659-4020
TELECOPIER (561) 659-5399

January 4, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

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-01/06/00--01083--016
*****78.75 *****78.75

RE: **STUART M. GOTTLIEB, P.A.**

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of **STUART M. GOTTLIEB, P.A.** together with Resident Agent form and this firm's check in the amount of \$78.75. Please return one certified copy to the undersigned.

Thanking you in advance, I remain

Very truly yours,


Sheryl G. Klein
Legal Assistant

/sgk
enc.

FILED
00 JAN -6 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Thompson JAN 12 2000

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 1501, 801 BRICKELL AVE.
MIAMI, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

HERZFELD & RUBIN
1825 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA

HERZFELD & RUBIN
SUITE 400
1901 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 901, 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

DECICCIO, HERZFELD & RUBIN
652 W. MORSE BOULEVARD
WINTER PARK, FLORIDA

BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711, 233 E. BAY STREET
JACKSONVILLE, FLORIDA

CHASE, KURSHAN, SUHR,
WEIDENFELD, HERZFELD & RUBIN, LLC
ONE RIVERFRONT PLAZA, SUITE 500
NEWARK, NEW JERSEY

ARTICLES OF INCORPORATION
OF
STUART M. GOTTLIEB, P.A.
A Professional Service Corporation

00 JAN -6 PM 1:54
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be **STUART M. GOTTLIEB, P.A.**

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized to engage in and conduct the general practice of law and any and all specialties within the field of law, together with all activities and operations directly or indirectly related thereto, and together with any and all other activities permitted by law.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Stuart M. Gottlieb. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Stuart M. Gottlieb
222 Lakeview Avenue - Suite 260
West Palm Beach, FL 33401

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Stuart M. Gottlieb
222 Lakeview Avenue - Suite 260
West Palm Beach, Florida 33401

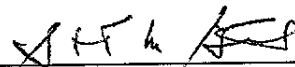
ARTICLE VIII - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

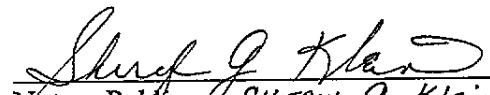
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 3rd day of January, 2000.



Stuart M. Gottlieb

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of January, 2000 by Stuart M. Gottlieb, who is personally known to me and who did not take an oath.



Notary Public, SHERYL G. KLEIN
(Print Name)

My Commission expires:



Sheryl G. Klein
MY COMMISSION # CC669554 EXPIRES:
November 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

STUART M. GOTTLIEB, P.A.

A Professional Service Corporation

FILED
00 JAN -6 PM 1:51
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First -- That STUART M. GOTTLIEB, P.A. organized under the laws of the State of Florida
with its principal office at the City of West Palm Beach, County of Palm Beach, State of Florida has
named Stuart M. Gottlieb, who is located at 222 Lakeview Avenue, Suite 260, City of West Palm
Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: Stuart M. Gottlieb
STUART M. GOTTLIEB