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FILED
95 MAR 30 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROGER S. KOBERT
6401 S.W. 87th Avenue
Suite 200
Miami, Florida 33173
Telephone: (305) 279-8700
Telecopier: (305) 274-5997

March 20, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

600001438136
-03/23/95--01070--011
****122.50 ****122.50

Re: **ROGER S. KOBERT, P.A.**

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of $122.50 is enclosed, which represents the following fees:

Filing Fee.........................$ 35.00
Certified Copy................$ 52.50
Resident Agent Fee.........$ 35.00

TOTAL...........................$122.50

Please file the original enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

ROGER S. KOBERT

EBS
Enclosure 789,630,671

W95—6622

D. BROWN MAR 3 0 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1995

ROGER S. KOBERT
6401 S.W. 87TH AVENUE
SUITE 200
MIAMI, FL 33173

SUBJECT: ROGER S. KOBERT, P.A.
Ref. Number: W95000006622

We have received your document for ROGER S. KOBERT, P.A. and your check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00013544

Division of Corporations - P.O. BO[illegible] 27 -Tallahassee, Florida 32314

ROGER S. KOBERT, ESQUIRE
6401 S.W. 87th Avenue
Suite 200
Miami, Florida 33173
Telephone: (305) 279-8700
Facsimile: (305) 274-5997

March 28, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Attn.: Doris Brown

Re: ROGER S. KOBERT, P.A.

Dear Ms. Brown:

This letter will follow-up our telephone conversation of today's date in connection with the rejection of the Articles of Incorporation of the above-referenced corporation. It is my understanding that the sole reason for your decision to reject the articles previously submitted was due to the omission of a specific nature of the business. Accordingly, enclosed please find an original and one copy of the corrected Articles. Please process and file said articles and return a certified copy to the undersigned as soon as possible.

This will further confirm that you will apply the fees previously submitted in the amount of One Hundred Twenty Two Dollars and Fifty Cents ($122.50) to this matter and that no further charge is required for the filing, registered agent and certified copy fee. Thank you for your anticipated cooperation.

Very truly yours,

ROGER S. KOBERT

RSK/gfy
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROGER S. KOBERT, P.A.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is **ROGER S. KOBERT, P.A.**. The principal office and mailing address of the corporation is:

241 Sevilla Avenue, Suite 805
Coral Gables, Florida 33134

II

DURATION

The period of its duration is perpetual.

III

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at $1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Roger S. Kobert, Esq.
241 Sevilla, Suite 805
Coral Gables, Florida 33134

VI

INITIAL DIRECTOR AND OFFICE

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an Amendment of the By-Laws of the corporation in a manner provided by law, but shall never be less than One (1). The name and address of the initial

Director of this corporation is:

Roger S. Kobert, Esquire
241 Sevilla Avenue, Suite 805
Coral Gables, FL 33134

VII

INCORPORATOR

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

Roger S. Kobert, Esquire
241 Sevilla Avenue, Suite 805
Coral Gables, FL 33134

VIII

AMENDMENT OF ARTICLES

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.

IX

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

X

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or betwen a corporaticn and any other corporation, firm, association, or other entity, in which one or more of its director, or directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

XI

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XII

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XIII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensa on unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

XV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28th day of March, 1995.

ROGER S. KOBERT, ESQ., Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Roger S. Kobert, Esq., to me known to be the person who executed the foregoing Article of Incorporation, and he acknowledge to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of March, 1995.

NOTARY PUBLIC, State of Florida
at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
ERIC D SANDLER
COMMISSION NUMBER
CC166401
MY COMMISSION EXP.
JAN. 4,1996

FILED
95 MAR 30 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 6401 S.W. 87th Avenue, Suite 200, Miami, Florida 33173, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.

ROGER S. KOBERT, ESQ.,
Registered Agent