

Debra L. Steinsaltz, Esq.
4850 N. State Road 7, Suite O
Ft. Lauderdale, Florida 33319
(954)730-8500

January 28, 1997

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Department of State
Division of Corporations
Corporate Records Bureau
PO Box 6327
Tallahassee, Florida 32301

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***122.50 ***122.50

Re: Debra L. Steinsaltz, P.A.

Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation for the above-named professional corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee \$35.00
Certified Copy \$52.50
Registered Agent Fee \$35.00

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

Sincerely Yours,

Debra L. Steinsaltz
Debra L. Steinsaltz, Esq.

FILED
97 FEB 13 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*289, 634, 615, 641
612 672*

[Signature]
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~~*[Signature]*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

DEBRA L. STEINSALTZ, ESQ.
4850 N STATE ROAD 7
SUITE I
FT LAUDERDALE, FL 33319

SUBJECT: DEBRA L. STEINSALTZ, P.A.
Ref. Number: W9700002936

We have received your document for DEBRA L. STEINSALTZ, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A00006142

February 10, 1997

Loria Poole
Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: Debra L. Steinsaltz, P.A.

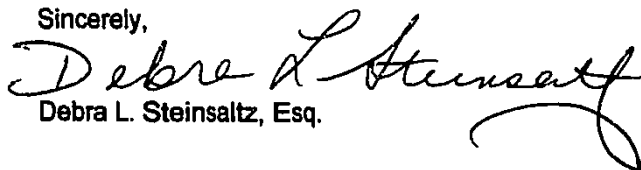
Ref. Number: W97000002936

Dear Ms Poole:

In response to your letter number 497A00006142, dated February 5, 1997, I have revised the Articles of Incorporation and enclosed newly executed copies. Thank you for notifying me about the oversights. I hope that the papers are now all in order. Please let me know if there are any other problems.

Thank you again for you assistance.

Sincerely,


Debra L. Steinsaltz, Esq.

Enclosures: 2

ARTICLES OF INCORPORATION FOR
PROFESSIONAL CORPORATION

(F.S. Chapter 621)

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621.14, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of the corporation shall be Debra L. Steinsaltz, P.A.

II

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 at law.
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be attorneys at law 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.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to attorney at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

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CLERK OF STATE
TALLAHASSEE FLORIDA

FILED

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 4850 North State Road 7, Suite O, Ft. Lauderdale, Florida 33319 and the name of its initial registered agent at said address is Debra L. Steinsaltz.

VI

Principal Office and Mailing Address

The corporation's principal office and mailing address is 4850 North State Road 7, Suite O, Ft. Lauderdale, Florida 33319.

VII

Incorporator

The name and address of the incorporator is as follows:

Debra L. Steinsaltz, 3175 Holiday Springs Blvd. #35, Margate, Florida 33063.

VIII

Board of Directors

The corporation shall have a Board of Directors consisting off one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and addresses of the initial Directors of this corporation are:

Debra L. Steinsaltz, 3175 Holiday Springs Blvd. #35, Margate, Florida 33063

IX

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

X

Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and legally due to him or her by the corporation, except that such shares shall not be entitled to dividends.

XI

Informal Director Action

If all of 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.

XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 10th day of February, 1997

Debra L. Steinsaltz
Incorporator
DEBRA L. STEINSALTZ

Acknowledgment and Acceptance

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

Debra L. Steinsaltz
Registered Agent
DEBRA L. STEINSALTZ

FILED
FEB 13 AM 9:21
TALLAHASSEE
FLORIDA
SECRETARY OF STATE