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FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT

A PROFESSIONAL ASSOCIATION

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CODY FOWLER (1892-1978)  
MORRIS E. WHITE (1892-1988)  
JAMES L. HURLEY (1892-1988)

INTERNATIONAL PLACE  
100 SOUTHEAST SECOND STREET  
SEVENTEENTH FLOOR  
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\*MEMBER OF THE FLORIDA BAR ONLY

*PA 700023942*

March 5, 1997

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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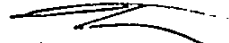
Re: Alliance for ADA Compliance, Inc.

To Whom It May Concern:

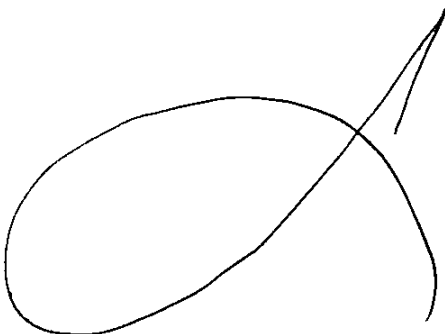
I have enclosed an original and one copy of the Articles of Incorporation and the designation of resident agent in connection with the above corporation. Please file the original and certify and return one copy to me. Our firm check in the amount of \$122.50 is enclosed to cover the filing fee (\$35), certificate of resident agent fee (\$52.50) and certified copy fee (\$30).

Thank you for your prompt attention to this matter.

Yours very truly,

  
William N. Charouhis  
For the Firm

/gs  
Enclosures

 3/18

97 MAR 10 AM 8:52  
FBI MIAMI

**ARTICLES OF INCORPORATION  
OF  
ALLIANCE FOR ADA COMPLIANCE, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**IDENTIFICATION**

The name of this corporation is ALLIANCE FOR ADA COMPLIANCE, INC. and its principal place of business and mailing address is c/o John Garon, 1661 N.W. 100th Terrace, Plantation, Florida 33317.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III**

**PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 7500 shares of common stock of ten cents (\$.10) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: John Garon, 1661 N.W. 100th Terrace, Plantation, Florida 33317.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one(1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director. The name and address of the initial Director is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
JOHN GARON	1661 N.W. 100th Terrace Plantation, Florida 33317

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: John Garon, 1661 N.W. 100th Terrace, Plantation, Florida 33317.

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders;

By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Plantation, Broward County, Florida, for the uses and purposes aforesaid this 3 day of March, 1997.

Kimberly E. Slotnick  
(Signature)  
Kimberly E. Slotnick  
(Print Name)

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF                )

BEFORE ME, the undersigned authority, personally appeared this day JOHN GARON and he acknowledged to and before me that he executed the same for the purposes therein.

WITNESS my hand and seal in the County and State last aforesaid this 3 day of March, 1997.

Kimberly E. Slotnick  
(Signature of Notary Public - State of Florida)

OFFICIAL NOTARY SEAL  
KIMBERLY E SLOTNICK  
NOTARY PUBLIC STATE OF FLORIDA  
(Print, Type, or Commission Number of Notary Public)  
COMMISSION NO. CC577258  
MY COMMISSION EXP. AUG. 14, 2000

COMMISSION NUMBER

My Commission Expires:

Personally Known  OR Produced Identification

Type of Identification Produced: \_\_\_\_\_

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

ALLIANCE FOR ADA COMPLIANCE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Plantation, County of Broward, State of Florida, has named John Garon, as its agent, whose address is 1661 N.W. 100th Terrace, Plantation, Florida 33317, 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 I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By:   
JOHN GARON

John GARON  
(Print Name)

FILED  
97 MAR 10 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA