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ACCOUNT NO. : 072100000032  
REFERENCE : 297238 10805A  
AUTHORIZATION : Patricia Pizutto  
COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1997  
ORDER TIME : 10:17 AM  
ORDER NO. : 297238-005  
CUSTOMER NO: 10805A

CUSTOMER: Allison Katz, Legal Assistant  
ALLEN & GOLDMAN, P.A.  
617 Whitehead Street  
Key West, FL 33040

DOMESTIC FILING

NAME: ALLEN & GOLDMAN, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 18 AM 11: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. MAR 19 1997

97 MAR 18 AM 11: 47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ALLEN & GOLDMAN, P.A.**

**FILED**  
97 MAR 18 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, legally authorized to practice law in the State of Florida, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I.**

The name of the corporation is ALLEN & GOLDMAN, P.A.

**ARTICLE II.**

The period of the corporation's duration shall perpetual or until dissolved on a vote of the shareholders as hereafter provided.

**ARTICLE III.**

The purpose of the corporation is to practice the profession of law. The sole and exclusive professional services to be rendered by the corporation is legal services.

**ARTICLE IV.**

The total number of shares of capital stock which the corporation shall be authorized to issue is ONE THOUSAND (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00.

**ARTICLE V.**

The amount of capital with which the corporation will begin to practice the profession of law is not less than FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE VI.**

The address of the corporation's principal office is 617 Whitehead Street, Key West, Florida 33040. The name of the initial registered agent of the corporation, located at such office, is Robert B. Goldman.

**ARTICLE VII.**

This corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE VIII.

The corporation is to be managed by a board of directors. The corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Robert B. Goldman

617 Whitehead Street  
Key West, Florida 33040

The initial director shall hold office until his successor is elected and qualifies as provided in the bylaws. Thereafter, the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE IX.

The name and address of the persons signing these Articles of Incorporation as a subscriber is:

NAME

ADDRESS

Robert B. Goldman

617 Whitehead Street  
Key West, Florida 33040

#### ARTICLE X.

The initial director shall submit the proposed bylaws to the shareholders at a meeting to held for that purpose. Following the adoption of bylaws by a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE XI.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of March, 1997.

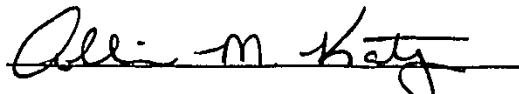
  
ROBERT B. GOLDMAN

STATE OF FLORIDA  
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 14th day of March, 1997, by ROBERT B. GOLDMAN. He is personally known to me or has produced personally known as identification and who ~~did~~ (did not) [strike one] take an oath.



ALLISON M KATZ  
My Commission CC554304  
Expires May. 13, 2000



Print Name: Allison M. Katz  
NOTARY PUBLIC  
My Commission Expires

(SEAL)

CERTIFICATE OF REGISTERED OR RESIDENT AGENT

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, this day personally appeared ROBERT B. GOLDMAN, who being first duly sworn, deposes and says as follows:

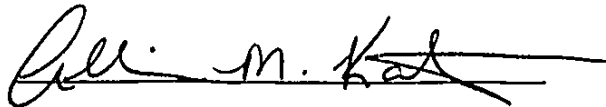
That I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
ROBERT B. GOLDMAN

SWORN TO AND SUBSCRIBED before me at Key West, Monroe County, Florida, this 14th day of March, 1997.



ALLISON M KATZ  
My Commission CC584384  
Expires May. 13, 2000



PrintName: Allison M. Katz  
NOTARY PUBLIC STATE OF FLORIDA

Personally known  OR Produced Identification

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

FILED  
97 MAR 18 AM 11: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA