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ACCOUNT NO. : 072100000032

REFERENCE : 563480 8306A

AUTHORIZATION : Patricia T.

COST LIMIT : \$122.50

ORDER DATE : October 13, 1997

ORDER TIME : 4:11 PM

ORDER NO. : 563480-005

CUSTOMER NO: 8306A

CUSTOMER: Ms. Peggy Dinnen
MANELLA & KLAPHOLZ, LLP.

300002321423--9

Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: RANDEE-SUE KRAMER P.A.

EFFECTIVE DATE: ___

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT 15 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 15 PM 1:11
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

*Come back
not filed*

SN OCT 16 1997

ARTICLES OF INCORPORATION
OF
RANDEE-SUE KRAMER P.A.

FILED
97 OCT 15 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RANDEE-SUE KRAMER P.A.

The address of the principal office of this corporation shall be 3625 North Country Club Drive, Apartment 307, Aventura Florida, 33180, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2500 Hollywood Boulevard, Suite 212 Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross H. Manella.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Randee-Sue Kramer Dir.	3625 North Country Club Drive Apartment 307, Adventura, Florida 33180

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Randee-Sue Kramer Pres./Sec./Treas.	3625 North Country Club Drive Apartment 307, Adventura, Florida 33180

ARTICLE X. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE XI. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XII. RESTRICTION OF NEW STOCK


No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 15, 1997.



Its Agent, Karen B. Rozar
Incorporator

ACG/sle

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

ROSS MANELLA, ESQ., an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ROSS MANELLA, ESQ.

FILED
97 OCT 15 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA