

5/28/98
10:57 AM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H98000009937 7))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: ANDREW SEIDEN, P.A.

AUDIT NUMBER.....H98000009937

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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DEL.METHOD.. FAX

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** ENTER 'M' FOR MENU. **

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98 MAY 29 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Teresa -
We'd appreciate your
expediting so licenses
can be obtained today.
Thank
2

Joe 5/29

N/c & Amended/Restated

DIVISION OF CORPORATIONS

98 MAY 29 AM 11:13

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

ANDREW SEIDEN, P.A.
2300 GLADES ROAD SUITE 400
BOCA RATON, FL 33498

SUBJECT: ANDREW SEIDEN, P.A.
REF: P98000039026

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000009937
Letter Number: 198A00030125

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

5/28/98
10:57 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000009937 7))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580

FAX #:

(305) 350-2446

NAME: ANDREW SEIDEN, P.A.

AUDIT NUMBER.....H98000009937

DOC TYPE.....BASIC AMENDMENT

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98 MAY 28 PM 3:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1998

ANDREW SEIDEN, P.A.
2300 GLADES ROAD SUITE 400
BOCA RATON, FL 33498

SUBJECT: ANDREW SEIDEN, P.A.
REF: P98000039026

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The heading of the document should have only the present name as recorded on our records.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000009937
Letter Number: 798A00029980

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FLORIDA DIVISION OF CORPORATIONS

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((H98000009937 7))

TO: DIVISION OF CORPORATIONS
(850)922-4000

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: ANDREW SEIDEN, P.A.

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98 MAY 28 AM 11:45
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANDREW SEIDEN, P.A.

FILED
98 MAY 29 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Andrew Seiden, heretofore being the sole director and the incorporator of Andrew Seiden, P.A., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida under the name ANDREW SEIDEN, P.A., on April 20, 1998, effective April 24, 1998, under Document Number P98000039026.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I -- NAME

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, and formerly known as ANDREW SEIDEN, P.A., is SEIDEN, ALDER, ROTHMAN & PETOSA, P.A.

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of the corporation are:

2300 Glades Road, West Tower, Suite 340
Boca Raton, Florida 33431.

ARTICLE III -- PURPOSE

This corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of the this corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

This instrument prepared by:
John C. Sumberg, Esquire
Florida Bar No. 184681
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

2300 Glades Road, West Tower, Suite 340
Boca Raton, Florida 33498;

and the name and address of the registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
ANDREW SEIDEN	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498.

ARTICLE VI -- COMMENCEMENT

The existence of this corporation shall commence as of 12:01 A.M. on April 24, 1998.

ARTICLE VII -- BOARD OF DIRECTORS

The Board of Directors of this corporation is currently comprised of four (4) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one (1). The names and addresses of the current directors of this corporation are:

<u>Name</u>	<u>Address</u>
ANDREW SEIDEN	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498
WAYNE M. ALDER	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498
JOEL B. ROTHMAN	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498
FRANK M. PETOSA	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing the Articles of Incorporation as incorporator are:

Name	Address
ANDREW SEIDEN	2300 Glades Road, West Tower, Suite 340 Boca Raton, Florida 33498.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

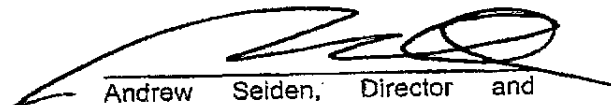
This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such amendment and restatement of the Articles of Incorporation of this Corporation has been duly and unanimously authorized and directed by Written Consent of the Board of Directors and Incorporator dated as of May 12, 1998. Shareholder action was not required as none of the Corporation's authorized shares of common stock, \$1.00 par value, have been issued to date. Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of this corporation as of the 20 day of May, 1998.


Andrew Seiden, Director and
Incorporator