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August 9, 1996

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

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-08/13/96--01005--014
****122.50 ****122.50

RE: Harvey S. Abraham, P. A.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above-referenced corporation.

Also enclosed is my trust account check in the amount of \$122.50 to cover the necessary filing fees, registered agent fees, and the fee for a certified copy of the Articles of Incorporation. Please provide this office with special 48 hour handling and return the certified copy to this office as soon as possible.

Thank you for your cooperation in this matter.

Very truly yours,

Bruce J. Benenfeld
BRUCE J. BENENFELD, ESQ.
BJB:ss
Enclosures
daily/1769.1

Bruce J. Benenfeld
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 9-25-96
DOC. EXAM OK

AL SEP 25 1996

70399
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 23 PM 1:11

FILED

ARTICLES OF INCORPORATION

OF

HARVEY ABRAHAM, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, sign, execute, acknowledge and deliver for filing these Articles of Incorporation for the purpose of organizing a professional corporation pursuant to the Professional Service Corporation Act and under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of the corporation shall be:

HARVEY ABRAHAM, P.A.

ARTICLE II. ADDRESS

The principal office or mailing address of the corporation is:

5701 Meadhaven Street
Davie, Florida 33331

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

To engage in every phase and aspect of the business of rendering real estate services to the public that a licensed real estate agent under the laws of the State of Florida is authorized to render, provided such real estate services shall be rendered only through officers, employees, and agents who are duly licensed, or otherwise legally authorized to engage in the practice of real estate services within the State of Florida.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, deal in and with, real and personal

property necessary for the rendering of real estate services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness as required.

To consolidate or merge with or purchase the assets of another domestic professional corporation rendering the same professional services.

To invest in, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of real estate, mortgages, stocks, bonds, or any other type of investment.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit and restrict in any manner the purpose of this corporation otherwise permitted by law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of its initial registered office of the corporation is 7800 West Oakland Park Blvd., Suite 109, Sunrise, Florida 33351, and the name of the initial registered agent of the corporation at said address is BRUCE J. BENENFELD.

ARTICLE VI. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and address of each person who is to serve as a member of the first Board of Directors is:

HARVEY S. ABRAHAM
5701 Meadhaven Street
Davie, Florida 33331

ARTICLE IX. LIMITATION OF ISSUANCE AND TRANSFER OF STOCK

The Corporation may not issue any shares of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the capital stock of this corporation.

ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is

eligible to be a shareholder of this corporation.

ARTICLE XI. PROFESSIONAL SERVICE CORPORATION ACT

The Corporation shall be a professional corporation within the meaning of the Professional Service Corporation Act, and the corporation, its shareholders, directors and officers shall have all of the applicable rights, powers and privileges set forth in or permitted under such Act and shall be subject to all of the applicable restrictions and limitations set forth in or required under such Act.

ARTICLE XII. INCORPORATOR

The name and address of the sole incorporator of this corporation is:

HARVEY S. ABRAHAM
5701 Meadhaven Street
Davie, Florida 33331

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26th day of July, 1996.


HARVEY S. ABRAHAM
Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD) SS.:

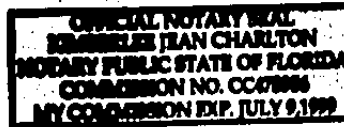
BE IT REMEMBERED that on the 26th day of July, 1996, before me, a Notary Public, duly commissioned, personally appeared HARVEY S. ABRAHAM, known to me to be the person who signed the same and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed and that the facts therein stated were truly set forth.

The person described herein is (✓) personally known to me or () has presented identification in the form of _____ and did take an oath.

GIVEN under my hand and seal the day and year aforesaid.

Kenneth W. Jan. Charlton
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above-named Corporation, I hereby agree to accept the appointment.

Bruce J. Benenfeld
BRUCE J. BENENFELD, ESQ.

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FILED
96 SEP 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA