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GEIGER KASDIN -

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
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NAME: HELLER AND CHAMES, P.A.

AUDIT NUMBER.....H98000017532

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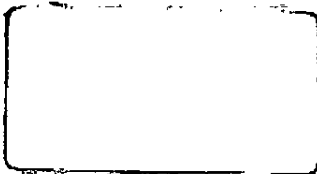
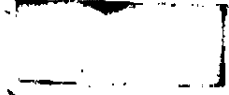
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TALLAHASSEE, FLORIDA

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9-22-98 10:10AM : GEIGER KASDIN -  
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# 2/ 8



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1998

GEIGER, KASDIN, HELLER & KUPERSTEIN

SUBJECT: HELLER AND CHAMES, P.A.  
REF: W98000021477

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 specific nature of business of the professional association must be stated in the document.

The document must have original signatures.

Please return the original and one copy of 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) 487-6924.

Sharon Davis  
Document Specialist Supervisor

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ARTICLES OF INCORPORATION OF  
HELLER AND CHAMES, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation is HELLER AND CHAMES, P.A.

ARTICLE II  
NATURE OF BUSINESS

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

Jonathan A. Heller, Esquire  
Geiger, Kasdin, Heller Kuperstein,  
Chames & Weil, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, FL 33131  
Telephone: (305) 372-5000  
Florida Bar Number: 340881

FA#: H98-17532

FA#: H98-17532

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs 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 or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE VI**  
**ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is 1428 Brickell Avenue, 6th Floor, Miami, Florida, 33131. The Board of Directors may, from

FA#: H98-17532

FA#: H98-17532

time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

**ARTICLE VIII**  
**INITIAL DIRECTORS AND REGISTERED AGENT**

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan A. Heller	1428 Brickell Avenue, 6th Floor Miami, Florida 33131
Deborah S. Chames	1428 Brickell Avenue, 6th Floor Miami, Florida 33131

The name and street address of the initial Registered Agent is:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan A. Heller	1428 Brickell Avenue, 6th Floor Miami, Florida 33131

**ARTICLE IX**  
**SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan A. Heller	1428 Brickell Avenue, 6th Floor Miami, Florida 33131

FA#: H98-17532

FA#: H98-17532

**ARTICLE X**  
**VOTING TRUSTS**

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.

**ARTICLE XI**  
**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XII**  
**CONTRACTS**

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of this shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder

FA#: H98-17532

FA#: H98-17532

who dies, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan;
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.


**ARTICLE XIII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**ARTICLE XIV**  
**PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 18th day of September, 1998.

  
\_\_\_\_\_  
JONATHAN A. HELLER

FA#: H98-17532

FA#: H98-17532

STATE OF FLORIDA :  
: SS:  
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared JONATHAN A. HELLER, who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida, this 18th day of September, 1998.

*Margie King*  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR HELLER AND CHAMES, P.A. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

*J. Heller*  
JONATHAN A. HELLER  
Registered Agent

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TALLAHASSEE, FLORIDA