

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sanford L. Muchnick, P.A.
Jeffrey P. Wasserman, P.A.
Susan L. Dolin, P.A.
Daniel R. Levine, P.A.

Adam S. Chotiner
Andrea L. Cohan
Merle Litman (1926-1977)

March 28, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation of SANFORD L. MUCHNICK, P.A.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

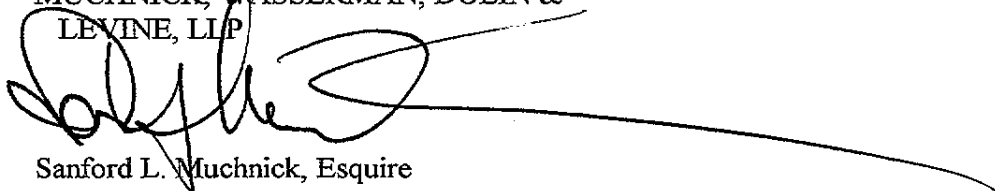
1.	Filing Fee	\$35.00
2.	Registered Agent Fee	\$35.00
3.	Certificate of Status	<u>\$ 8.75</u>
		\$78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN, DOLIN &
LEVINE, LLP



Sanford L. Muchnick, Esquire

SLM:dt
Enclosures

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*****78.75 *****78.75

Reply to:

PH 4/4/00

☒ Hollywood Office • Presidential Circle

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Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

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2255 Glades Road • Suite 200 East • Boca Raton, Florida 33431

Boca Raton (561) 989-0054 • Broward (954) 989-8100 • Fax (561) 989-3234

ARTICLES OF INCORPORATION

OF

SANFORD L. MUCHNICK, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is SANFORD L. MUCHNICK, P.A.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business(es), proposed object(s) and/or purposes(s) to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

- A. The practice of law.
- B. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.
- C. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

D. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

E. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business(es), purpose(s), or object(s) of, or attaining to the business(es), purpose(s), or object(s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

CAPITALIZATION

The amount of capital with which this Corporation will begin business shall be 100 shares at \$10.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

DIRECTORS

The business(es), purpose(s), and object(s) of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairmen and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Two-thirds (2/3) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The name and address of the initial Director(s) is/are:

Sanford L. Muchnick
4000 Hollywood Boulevard, #620-N
Hollywood, Florida 33021

ARTICLE VI

OFFICERS

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However; the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officer(s) is/are:

Sanford L. Muchnick, *PRESIDENT*
4000 Hollywood Boulevard, #620-N
Hollywood, Florida 33021

ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

4000 Hollywood Boulevard, #620-N
Hollywood, Florida 33021

ARTICLE VIII

SUBSCRIBER

The name(s) and address(es) of the Initial Incorporator(s) and Subscriber(s) to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Name & Address</u>	<u>Number of Shares</u>	<u>Consideration</u>
SANFORD L. MUCHNICK 4000 Hollywood Boulevard, #620-N Hollywood, Florida 33021	100	\$10.00 par value

ARTICLE IX

DIVISIONS

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may, from time to time, determine for the purpose of conducting and/or pursuing the business(es), purpose(s) and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE X

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/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

AMENDMENTS

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XII

BYLAWS

The Stockholders of this Corporation are specifically authorized, from time to time, to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the Corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purpose(s), and/or object(s) of this Corporation.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is:

Sanford L. Muchnick
4000 Hollywood Boulevard, #620-N
Hollywood, Florida 33021

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE XV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Jeffrey P. Wasserman
4000 Hollywood Boulevard, #620-N
Hollywood, Florida 33021

WHEREFORE; for the purposes of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned has made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 28th day of March, 2000.


SANFORD L. MUCHNICK, Incorporator

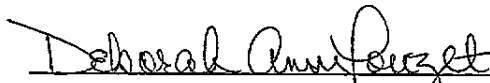
STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

BEFORE ME personally appeared SANFORD L. MUCHNICK, to me well known to be the person described in and who subscribed to the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 28th day of March, 2000.

My commission expires:

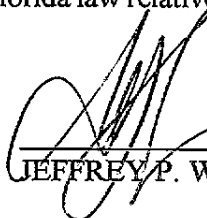
NOTARY PUBLIC - STATE OF FLORIDA
DEBORAH ANN TOLZET
COMMISSION # CC706142
EXPIRES 1/1/2002
BONDED THRU ASA 1-888-NOTARY1



Notary Public - State of Florida

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



JEFFREY P. WASSERMAN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA