

P00000056935



ACCOUNT NO.: 072100000032  
REFERENCE : 726027 4355164  
AUTHORIZATION : *Patricia Pizuto*  
COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -9 PM 1:36

ORDER DATE : June 9, 2000  
ORDER TIME : 2:59 PM  
ORDER NO. : 726027-005  
CUSTOMER NO: 4355164

200003284072--8

CUSTOMER: Frank Palen, Esq  
RUDEN MCCLOSKEY SMITH SCHUSTER  
RUDEN MCCLOSKEY SMITH SCHUSTER  
222 Lakeview Avenue  
Suite #800  
West Palm Beach, FL 33401-6112

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALEN & HOCHBERG, PROFESSIONAL ASSOCIATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

*2589*  
*W00-14754*

*JP*  
*6/13/00*



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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 12, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PALEN & HOCHBERG, PROFESSIONAL ASSOCIATION  
Ref. Number: W00000014754

We have received your document for PALEN & HOCHBERG, PROFESSIONAL ASSOCIATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 700A00033305

**RECEIVED**  
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**RESUBMIT**  
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**ARTICLES OF INCORPORATION  
OF  
PALEN & HOCHBERG, PROFESSIONAL ASSOCIATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN -9 PM 1:36

The undersigned subscribers to these Articles of Incorporation do hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Professional Service Corporation Act (Chapter 621, Florida Statutes), and other laws of the State of Florida.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is **PALEN & HOCHBERG, PROFESSIONAL ASSOCIATION** (hereafter the "Corporation").

**ARTICLE II.  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.  
PURPOSE**

A. The Corporation is organized for the sole purpose of transacting every phase or aspect of the practice of law only through officers, directors, managers, agents or employees who are qualified to render legal services in the State of Florida. Such persons shall render legal services in accordance with the Rules Regulating the Florida Bar promulgated by the Supreme Court of the State of Florida. The Corporation shall at all times comply with the standards of professional conduct promulgated by such court.

B. The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding Paragraph III.A

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

D. The Corporation may do anything 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 the Articles of Incorporation, or any amendment thereof, necessary for or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, forms, or individuals, to carry out any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or furtherance of the such purposes or objects of the Corporation.

E. The Corporation may enter into, for the benefit of its employees, one or more of the following: (1) pension plan; (2) profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive plans.

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

#### **ARTICLE IV. AUTHORIZED SHARES**

This Corporation is authorized to issue a maximum of one hundred (100) shares of \$1 par value common stock. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed or otherwise permitted by law to render legal services in the State of Florida

#### **ARTICLE V. INITIAL CAPITAL**

The initial amount of capital with which the Corporation will begin business is \$100.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT ADDRESS**

The street address of the initial registered office of this Corporation is 4400 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410 and the initial registered agent of this Corporation at this address is Frank S. Palen.

**ARTICLE VII.  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner established in, the Bylaws, provided that there shall always be at least one (1) director. The name and address of the initial directors of the Corporation are:

**Frank S. Palen**  
4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

**Robert N. Hochberg**  
4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

**ARTICLE VIII.  
INCORPORATORS**

The name and address of the incorporators are:

**Frank S. Palen**  
4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

**Robert N. Hochberg**  
4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

**ARTICLE IX.  
POWERS**

This corporation shall have all the powers enumerated in the Florida General Corporation Act, the Florida Professional Service Corporation and Limited Liability Company Act, and all other corporate powers available by law.

**ARTICLE X.  
INDEMNIFICATION**

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and

Palen & Hochberg, P.A.  
Articles of Incorporation, Continued

those indemnified may be entitled under by any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

**ARTICLE XI.  
AMENDMENT**

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

ARTICLE XII.  
The principal business address and mailing address of this entity is  
440 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410.

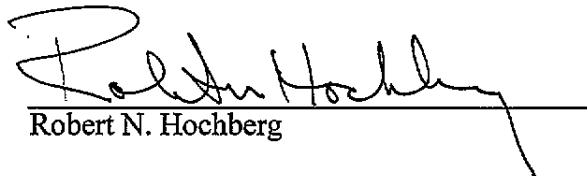
**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation this 2<sup>d</sup> day of JUNE, 2000.

**FRANK S. PALEN, Attorney at Law,  
Incorporator**



Frank S. Palen  
Florida Bar No. 0814865

**ROBERT N. HOCHBERG, Attorney at  
Law  
Incorporator**



Robert N. Hochberg

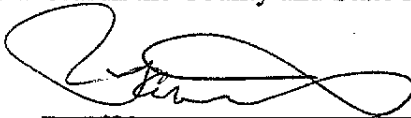
Palen & Hochberg, P.A.  
Articles of Incorporation, Continued

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Frank S. Palen, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or who has produced FDL as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of June, 2000.

(Notary Seal)



Notary Public PAMELA BROWN  
MY COMMISSION # CC 733173  
EXPIRES: June 6, 2002  
Typed, printed or stamped name of Notary Public

My Commission Expires:

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

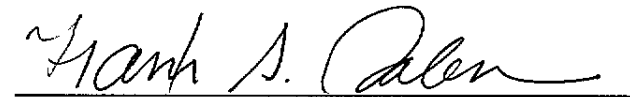
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Robert N. Hochberg, freely and voluntarily. He is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>d</sup> day of June, 2000.

(Notary Seal)



FRANK S. PALEN  
Comm. No. CC 665708  
My Comm. Exp. Nov. 20, 2001  
Bonded thru Pichard Ins. Agcy.



Notary Public FRANK PALEN  
Typed, printed or stamped name of Notary Public

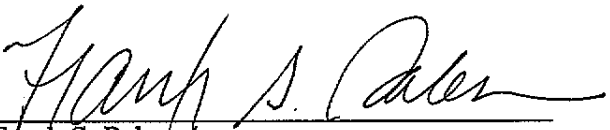
My Commission Expires:

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**ACCEPTANCE OF APPOINTMENT AS  
REGISTERED AGENT**

**THE UNDERSIGNED**, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Frank S. Palen  
Registered Agent

Address: 4400 PGA Boulevard, Suite 800  
Palm Beach Gardens, Florida 33410

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH         )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Frank S. Palen, freely and voluntarily. He is personally known to me or who has produced FDL as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of May, 2000.

(Notary Seal)



Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

