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JOHN C. KACZMAREK, P.A.
ATTORNEY AT LAW
370 W. CAMINO GARDENS BOULEVARD
SUITE 200-B
BOCA RATON, FLORIDA 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX: (561) 394-2970

TELEPHONE: (561) 368-6609

June 14, 2000

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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122.50 **78.75

Re: RONALD A. DAVID & ASSOCIATES, P.A. ATTORNEY AT LAW

Gentlemen:

Enclosed herewith please find the original and one copy of the Certificate of Articles of Incorporation, including the Certificate of Designated Resident Agent, for RONALD A. DAVID & ASSOCIATES, P.A. ATTORNEY AT LAW.

A check in the amount of \$122.50 is enclosed to cover the following:

1. Filing Fee	\$35.00
2. Certified copy of Certificate of Articles	52.50
3. Resident Agent Certificate	35.00
TOTAL	\$122.50

Please return the Certified Copy of the Articles of Incorporation to the undersigned at the above address.

If you should have any questions in this regard, please do not hesitate to contact me.

Very truly your,

John C. Kaczmarek, P.A.

JCK/jp
enclosures

PH 6/20/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RONALD A. DAVID & ASSOCIATES, P.A.
ATTORNEY AT LAW**

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

The name of this corporation is:

RONALD A. DAVID & ASSOCIATES, P.A. ATTORNEY AT LAW

ARTICLE II

The general nature of the business to be transaction 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 at Law, 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, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

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 the attainment of the objects or the furtherance of such 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 enumerating of specific purposes

shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock having a part value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licenced to practice law in the State of Florida.

ARTICLE IV
CORPORATE EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is 2600 North Military Trail, Suite 125, Boca Raton, Florida 33431.

ARTICLE VI
REGISTERED AGENT

The initial Registered Agent of this corporation shall be Ronald A. David, Attorney at Law, 2600 North Military Trail, Suite 125, Boca Raton, Florida 33431.

ARTICLE VII
DIRECTORS

It shall not be necessary for this corporation to have Directors and the business affairs of the corporation shall be managed by the Stockholders rather than by the Board of Directors

ARTICLE VII
INCORPORATORS AND SUBSCRIBERS

The name and post office address of the Subscriber and Incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald A. David	2600 North Military Trail Suite 125 Boca Raton, Florida 33431

ARTICLE IX
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 X
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms and conditions, and details hereof, shall be determined by the Shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this corporation. No person may be an officer, Shareholder, agent or employee of this corporation and render professional services to the public if the rendering of such professional services by any such person shall be in violation of the laws of the State of Florida or Canons of Professional Ethics as propagated by the Supreme Court of the State of Florida for purposes of governing the conduct and practice of law in the State of Florida.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to subscribe to any such stock.

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 who should desire to sell, transfer or otherwise dispose of his shares, in accordance with the By-Laws 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, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws 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 a 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 plan,
- (7) a medical and hospitalization insurance plan,
- (8) an income disability plan.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Shareholder meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XIII OFFICERS

The President, who shall hold office as prescribed by the By-Laws of the corporation, and his post office address is as follows:

RONALD A. DAVID
President

2600 North Military Trail
Suite 125
Boca Raton, Florida 33431

ARTICLE XIV
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XV
INDEMNIFICATION

This corporation shall:

(a) Indemnify any person made a party to any action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer of the corporation, of any other corporation in which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such Director or Officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

(b) Indemnify any person made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the corporation, or of any other corporation in which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director or Officer acted in good faith in the reasonable belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable ground for belief that such action was unlawful.

IN WITNESS WHEREOF, I, the Subscriber have executed these Articles of Incorporation on this 13th day of June, 2000.



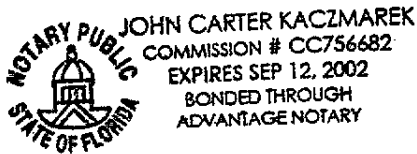
RONALD A. DAVID

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before Me, the Undersigned Authority, personally appeared RONALD A. DAVID, personally known to me, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida, this 13th day of June, 2000.



John Carter Kaczmarek
Notary Public, State of Florida

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

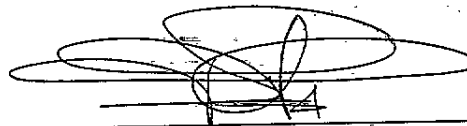
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First •That RONALD A. DAVID & ASSOCIATES, P.A. ATTORNEY AT LAW, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named RONALD A. DAVID located at 2600 North Military Trail, Suite 125, City of Boca Raton, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Ronald A. David, Resident Agent