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STOLLMAN & GRUBMAN, P.A.

ATTORNEYS AT LAW

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100 SOUTHEAST SECOND STREET
SUITE 2600
MIAMI, FLORIDA 33131

TELEPHONE (305) 377-7901
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WRITER'S INTERNET ADDRESS: GRUBMAN@HERMANLAW.COM

FILED

00 JUL 10 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 6, 2000

Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-07/10/00--01122--014
*****70.00 *****70.00

Re: Filing Articles of Incorporation
For Stollman & Grubman, P.A.

Dear Sir/Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Stollman & Grubman, P.A. in duplicate. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return the second copy of the Articles of Incorporation as filed to my attention.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-2200. Thank you for your assistance in this matter.

Very truly yours,


Jeffrey S. Grubman

ARTICLES OF INCORPORATION

STOLLMAN & GRUBMAN, P.A.

FILED

00 JUL 10 AM 8: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract as an attorney and duly licensed to render legal professional services, does hereby form a professional service corporation under the laws of the State of Florida, pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name and address of this Corporation shall be:

STOLLMAN & GRUBMAN, P.A., 3720 Canterbury Way, Boca Raton, FL 33434

ARTICLE II

NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by this corporation and the professional services to be rendered in connection therewith are as follows:

1. To engage in the business of rendering professional legal services to the public including every phase and aspect of such businesses and to perform all acts and do all things which are or would be usual and incident to the practice of law and the rendition of legal services by an attorney duly licensed or otherwise legally authorized under the laws of the State of Florida; but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law in such state.

2. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed or otherwise legally authorized under the laws of the State of Florida may render, through participation in general partnerships or limited partnerships (whether the Corporation be a general or limited partner) so long as all participating partners shall be authorized to carry on the same business of rendering professional legal services to the public either as a duly licensed or otherwise legally authorized attorney or as a corporation formed under Chapters 607 and 621, Florida Statutes, for the purpose of rendering legal services.

3. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of

investments, and to own real and personal property necessary for the rendering of professional services.

4. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance thereof or necessary or incidental to the protection and benefit of this 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 of the attainment of the objectives or the furtherance of such purposes or objectives for which this Corporation is formed, and to have all of the powers conferred upon this Corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act of Florida, provided, however, that this Corporation shall not engage in any business other than the rendering of the professional services for which it is organized.

5. The objects and purposes specified in these Articles of Incorporation, unless expressly limited, shall not be limited or restricted by references to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 100 shares of common stock having no par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The existence of this Corporation shall begin upon the filing of these Articles of Incorporation.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

**3720 Canterbury Way
Boca Raton, FL 33434**

The name of the initial registered agent of this Corporation at that address shall be:

Jeffrey S. Grubman

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall initially consist of two individuals.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the of the members of the first Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified is as follows:

<u>Name</u>	<u>Street Address</u>
Jeffrey S. Grubman	3720 Canterbury Way Boca Raton, FL 33434
Marc Stollman	3720 Canterbury Way Boca Raton, FL 33434

ARTICLE VIII

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as

the Incorporator is duly licensed or otherwise legally authorized to practice law in the State of Florida. The name and street address of the Incorporator is as follows:

Name

Jeffrey S. Grubman

Street Address

3720 Canterbury Way
Boca Raton, FL 33434

ARTICLE IX

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his shares of stock.

2. No shareholder of this Corporation may transfer or otherwise dispose of his shares of stock in this Corporation except to another professional corporation, professional limited liability company or individual eligible to be a shareholder of a professional service corporation pursuant to the provisions of Chapter 621, Florida Statutes. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits, union or interests, or joint venture with any person, firm or corporation to carry on any legal business or to make any legal investment otherwise permitted for this Corporation.

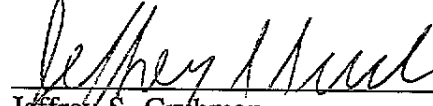
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;

- (d) A thrift and savings plan;
- (e) A stock bonus plan;
- (f) A stock option plan; or
- (g) Other retirement, death benefit or incentive compensation plans.

5. No contract or other transaction between this Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested; and no person, firm, association, partnership or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interested in such contract, account, firm, association, partnership, or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association, partnership or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 6th day of July, 2000.

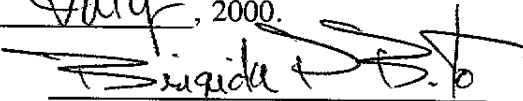

Jeffrey S. Grubman

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Jeffrey S. Grubman personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 6th day of July, 2000.

My Commission expires:

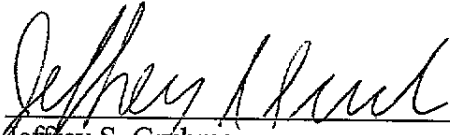

Notary Public
State of Florida



Brigida P. Breto
Commission # CG 910502
Expires Feb. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation, **Stollman & Grubman, P.A.**, named in the foregoing Articles of Incorporation.


Jeffrey S. Grubman

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

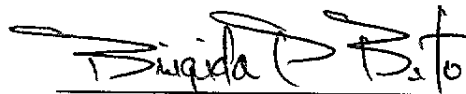
On this 6th day of July, 2000 SD, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey S. Grubman** who is personally known to me to be the person named as registered agent in the foregoing Articles of Incorporation of **Stollman & Grubman, P.A.** and who duly acknowledged to me that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.

My Commission Expires:



Brigida P. Breto
Commission # CC 910502
Expires Feb. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida
Brigida P. Breto
(Print Name of Notary Public)

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CLERK OF COURT
TALLAHASSEE, FLORIDA