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SHAPIRO-ABRAMS-ZEDECK

LAWYERS

KENNETH W. SHAPIRO

August 31, 2000

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Eilene F. Brodie, P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, along with a check made payable to the Secretary of State in the amount of \$78.75 representing the filing fee. Kindly file the enclosed Articles and return a receipt in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,

Kenneth W. Shapiro

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF EILENE F. BRODIE, P.A.

FILED 00 SEP -5 PN 12: 03

SECRETARY OF STATE

The undersigned, acting as Incorporator of a Florida professional services corporation ORIDA ("Corporation") under the Florida Professional Services Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I--NAME

The Name of the Corporation is Eilene F. Brodie, P.A.

ARTICLE II--ADDRESS

The mailing address of the Corporation is 10520 Wheelhouse Circle, Boca Raton, Florida 33428.

ARTICLE III--COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation's existence shall begin on the date these Articles of Incorporation are filed with the Secretary of State, and the duration of its existence shall be perpetual.

ARTICLE IV—PURPOSE

The Corporation is organized for the purpose of engaging in public accounting and certified public accounting, to the extent permitted by Florida law.

ARTICLE V--CAPITAL STOCK AND RESTRICTION ON SHAREHOLDERS

The Corporation is authorized to issue One Thousand (1000) shares of Common Stock having a par value of One Dollar (\$1.00) per share. The Corporation shall have as its shareholders only other professional corporations, professional limited liability companies, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10520 Wheelhouse Circle, Boca Raton, Florida 33428, and the name of the initial registered agent at that address is Eilene F. Brodie, CPA.

ARTICLE VII--INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the shareholders have elected his or her successor, or until his or her earlier resignation, removal from office, or death. The number of directors may be increased from time to time in accordance with the bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u> Address

Eilene F. Brodie, CPA 10520 Wheelhouse Circle, Boca Raton, Florida 33428

ARTICLE VIII--INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

<u>Name</u> Address

Eilene F. Brodie, CPA 10520 Wheelhouse Circle, Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of August, 2000.

Eilene F. Brodie, CPA

Incorporator

STATE OF FLORIDA

) ss:

COUNTY OF BROWARD

Sworn to and subscribed before me this day of AVOUST

Sworn to and subscribed before me this day of AVOUST

Personally known to me; or

() Produced identification; type of identification produced:

NOTARY PUBLIC

Sign:

NOTARY PUBLIC

Sign:

Kenneth Wayne Snapiro

Kenneth Wayne Snapiro

COmmission No.:

My Commission No.:

My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I hereby accept the appointment as the initial registered Agent of Eilene F. Brodie, P.A., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Eilene F. Brodie, P.A..

Date: 6/29/00

Eilene F. Brodie, CPA Initial Registered Agent