

P000000118007

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H00000067694 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

BERMAN & KEAN, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 29 PM 2:57

B. McKnight DEC 29 2000

5

H00000067694

ARTICLES OF INCORPORATION  
OF  
BERMAN & KEAN, P. A.

SECRET  
FBI  
DIVISION OF CORPORATIONS  
00 DEC 29 PM 2:51

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the Provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I  
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be BERMAN & KEAN, P.A.

The principal office of this corporation shall be 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309.

The mailing address of this corporation shall be 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309.

II  
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

H00000067694

H00000067694

III  
CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV  
DURATION

The corporation shall have perpetual existence.

V  
REGISTERED AGENT

The address of this corporation's initial registered office is 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309, and the name of its initial registered agent at said address is Richard E. Berman, Esquire.

VI  
INCORPORATOR

The name and address of the Incorporator is as follows:

Richard E. Berman, Esquire  
2101 West Commercial Blvd., Suite 4100  
Fort Lauderdale, FL 33309

VII  
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

H00000067694

Richard E. Berman  
2101 West Commercial Blvd.  
Suite 4100  
Fort Lauderdale, FL 33309

Michael I. Kean, Esquire  
2101 West Commercial Blvd.  
Suite 4100  
Fort Lauderdale, FL 33309

#### VIII INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as a part of the corporate records.

#### IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### X INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

1000000067694

H00000067694

XII  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 29 day of December, 2000.

  
Richard E. Berman, Esquire

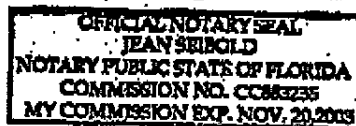
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard E. Berman, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of December, 2000.

  
Notary Public  
State of Florida at Large

My Commission Expires:



Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Richard E. Berman, Esquire  
Registered Agent

W:\FILES\JEAN\Berman & Ken articles of pa

H00000067694