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LAW OFFICE OF  
TERRY J. FORMAN  
1521 S.W. LEJEUNE ROAD  
P.O. Box 14-1156

CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

TELEPHONE (305) 443-7318  
FACSIMILE (305) 444-0110

February 7, 2001

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000003661780--1  
-02/08/01--01074--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

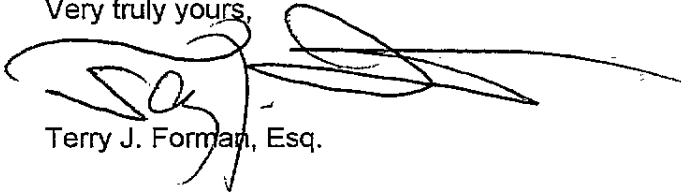
VIA FEDERAL EXPRESS #8196 9635 2443

Dear Sir or Madam:

Enclosed you will find the articles of incorporation for George A. Kokus, PA. as well as a check in the amount of \$122.50. Kindly file said articles and send a certified copy to the address shown above.

Your prompt and careful attention to this matter is greatly appreciated.

Very truly yours,



Terry J. Forman, Esq.

EFFECTIVE DATE  
02-07-01

FILED  
01 FEB - 8 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gj 2/9

**ARTICLES OF INCORPORATION**

**OF**

**GEORGE A. KOKUS, P.A.**

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I.**

The name of this Professional Service Corporation is:

**George A. Kokus, P.A.**

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing February 7, 2001.

**ARTICLE III.**

The professional Service Corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional Service Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV.**

This Corporation is authorized to issue 1,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." None of the shares of the professional Service Corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

**FILED**  
01 FEB - 8 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
02-07-01

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

1521 S.W. Lejeune Road  
Coral Gables, Florida 33134

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have One Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

DIRECTOR

George A. Kokus  
1521 S.W. Lejeune Road  
Coral Gables, Florida 33134

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

George A. Kokus  
1521 S.W. Lejeune Road  
Coral Gables, Florida 33134

ARTICLE X.

The name and address of the incorporator who is signing these Articles of Incorporation is:

TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE IX.

RESTRAINT ON ALIENATION OF SHARES

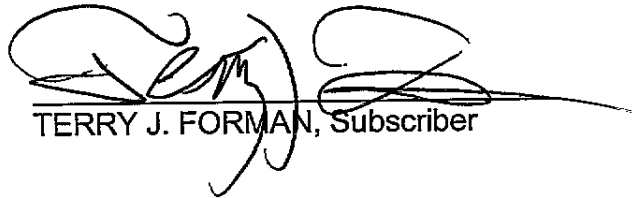
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII.

AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of February, 2001.

  
TERRY J. FORMAN, Subscriber

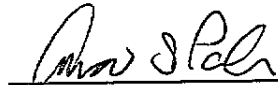
STATE OF FLORIDA                    }  
COUNTY OF MIAMI-DADE        }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 7<sup>th</sup> day of February, 2001, in the County and State aforesaid.



**"OFFICIAL SEAL"**  
Andrew S. Parker  
My Commission Expires 1/12/2004  
Commission #CC901626

  
\_\_\_\_\_  
Andrew S. Parker  
Notary Public, State of Florida  
at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **GEORGE A. KOKUS, P.A.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 1521 SW Lejeune Road, Coral Gables, Florida 33134, has named TERRY J. FORMAN, whose address is 1521 SW Lejeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: February 7, 2001.

By:   
Terry J. Forman, Subscriber

FILED  
FEB - 8 AM 9:29  
CLERK OF COUNTY OF STATE  
TREASURER OF FLORIDA

Having been named to accept service of process for **GEORGE A. KOKUS, P.A.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 7, 2001

By:   
Terry J. Forman, Subscriber

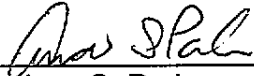
STATE OF FLORIDA            }  
COUNTY OF MIAMI-DADE    }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 7<sup>th</sup> day of February, 2001, in the County and State aforesaid.



**"OFFICIAL SEAL"**  
Andrew S. Parker  
My Commission Expires 1/12/2004  
Commission #CC901626

  
Andrew S. Parker  
Notary Public, State of Florida  
at Large