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ACCOUNT NO. : 072100000032

REFERENCE : 072558 7119946

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 78.75

ORDER DATE : March 9, 2001

ORDER TIME : 12:48 PM

ORDER NO. : 072558-005

CUSTOMER NO: 7119946

CUSTOMER: Ms. Roselyn Savinon  
T. H. Buscaglia And Associates

80 S.w. 8th Street  
Suite 2100  
Miami, FL 33130

DOMESTIC FILING

NAME: DAVID S. KUCZENSKI, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 1151

EXAMINER'S INITIALS: *PH 3/9/01*

FILED  
01 MAR -9 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 MAR -9 PM 1:38  
DIVISION OF CORPORATION

FILED

Articles of Incorporation

01 MAR -9 PM 2:12

of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***DAVID S. KUCZENSKI, P.A.***

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 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Corporation:

**ARTICLE I - NAME**

The name of this corporation shall be

***DAVID S. KUCZENSKI, P.A.***

**ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION**

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

**ARTICLE III - PURPOSE**

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, as are engaged in by David S. Kuczenski;
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service 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; and,
- 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.

#### **ARTICLE IV - CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 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 members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered agent of this corporation is **80 Southwest 8th Street, Suite 2100 - Brickell Bayview Center, Miami, Florida 33130** and the name of the initial registered agent of this corporation at such address is **Company Agent, Inc.**

The principal place of business is 80 Southwest 8th Street, Miami, Florida 33130.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

David S. Kuczenski	80 Southwest 8th Street
	Suite 2100 - Brickell Bayview Center
	Miami, Florida 33130

#### **ARTICLE VII - INCORPORATOR**

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

David S. Kuczenski  
80 Southwest 8th Street  
Suite 2100 - Brickell Bayview Center  
Miami, Florida 33130

#### **ARTICLE VIII - SHAREHOLDER ACTION**

Any actions of the Shareholder may be taken without a meeting if consent in writing setting forth the action 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 part of the corporate records.

#### **ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, 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 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 be entitled to dividends.

#### **ARTICLE 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.

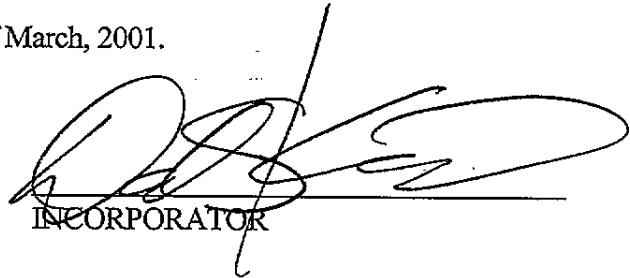
#### **ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

**ARTICLE XII - BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders 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 the Articles of Incorporation in State of Florida, this 8 day of March, 2001.

  
INCORPORATOR

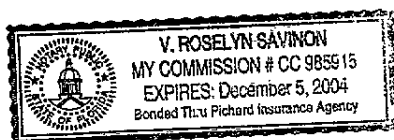
STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF                )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **David S. Kuceznski**, 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 these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of March, 2001.

  
Notary Public, State of Florida

My Commission Expires:




David S. Kuczenski, P.A.  
Articles of Incorporation  
Page 5

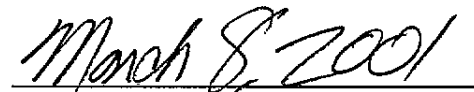
REGISTERED AGENT

I, the undersigned, hereby accept my appointment as registered agent of David S. Kuczenski,  
P.A., as set forth in the foregoing Articles of Incorporation.

COMPANY AGENT, INC.

By:

  
\_\_\_\_\_  
Thomas H. Buscaglia, President

  
\_\_\_\_\_  
Date

FILED  
01 MAR -9 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA