

P01 0000 323 97

BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP

ATTORNEYS AT LAW

SUITE 1900

NEW RIVER CENTER

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY
KEVIN P. CROSBY **
KENNETH E. KEECHL
DONALD J. LUNNY, JR. †
MICHAEL J. McNERNEY +
PHILIP J. MORGAN *
HARRIS K. SOLOMON +
ROBERTA G. STANLEY ++
THOMAS R. TATUM
STEPHEN L. ZIEGLER

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER
** REGISTERED PATENT ATTORNEY
† BOARD CERTIFIED CITY, COUNTY &
LOCAL GOVERNMENT LAWYER

TELEPHONE (954) 522-2200
FACSIMILE (954) 522-9123
e-mail: lawfirm@brinkleymcnerney.com

MAILING ADDRESS:
POST OFFICE BOX 522
FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM
(1926-1995)

CHRISTINE E. BURKE
SCOTT P. CHITOFF
LOUIS R. GIGLIOTTI
KENNETH A. GORDON
DAVID F. HANLEY
KENNETH J. JOYCE
JEFFREY S. KURTZ
JOHN N. LAMBROS
MARK A. LEVY
JULIETTE E. LIPPMAN
JONATHAN M. STREISFELD
VERONICA VILARCHAO

March 22, 2001

300003910743--5
-03/26/01--01156--004
*****78.75 *****78.75

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

Re: Raymond G. Ferrero, III, P.A.

Dear Sir or Madam:

Enclosed please find one original and one photocopy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75, in payment of the filing fee. Please file the original Articles, and forward a certified copy of same to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley

DAVID F. HANLEY

DFH:dh

Enclosures

cc: Raymond G. Ferrero, III, P.A.

G:\WPFILES\CLIENTS\Ferrero\General Corporate\Corresp\FIDeptSt-ArtIncorp\tr.wpd

F. 01156

MAR 30 2000

FILED
01 MAR 26 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAYMOND G. FERRERO, III, P.A.

The undersigned Incorporator, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for the corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 26 AM 7:42

FILED

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be RAYMOND G. FERRERO, III, P.A., and the address of this Corporation is 300 SE 13th Street, Fort Lauderdale, Florida 33316.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

A. To engage in the practice of law as a professional corporation and to own and operate a law office for the purposes of providing legal services.

B. To promote legal advice and services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional legal services.

C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles of Incorporation, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional legal services in the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock of the par value of One (\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 300 SE 13th Street, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is Raymond G. Ferrero, III.

ARTICLE VI

DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than nine. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VII

DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Raymond G. Ferrero, III
300 SE 13th Street
Fort Lauderdale, Florida 33316

ARTICLE IX

INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Raymond G. Ferrero, III
300 SE 13th Street
Fort Lauderdale, Florida 33316

ARTICLE X

INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or any officer of the Corporation, or a director or officer of any other Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defenses or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XI

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable

or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XII

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

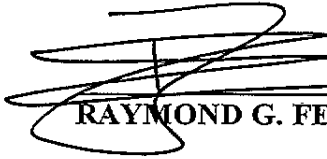
ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby
certify that the foregoing constitute the Charter of the above Corporation.

WITNESS my hand and seal this 21st day of March, 2001.


RAYMOND G. FERRERO, III

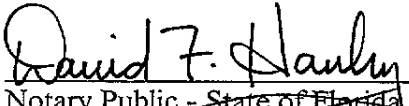
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
County aforesaid to take acknowledgments, appeared Raymond G. Ferrero, III, who is personally
known to me to be the person described as the Incorporator and who executed the foregoing Articles
of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day
of March, 2001.



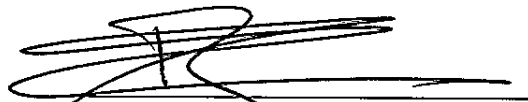

Notary Public - State of Florida

[Notary Stamp]

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED this 21st day of March, 2001.


RAYMOND C. FERRERO, III

G:\WPFILES\CLIENTS\Ferrero\Articles
3/19/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 26 AM 7:42

FILED