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PLEASE REPLY TO:  
FORT LAUDERDALE

SUITE 400 EAST  
1900 CORPORATE BOULEVARD  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 988-2532

June 20, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation  
LEDERMAN & ASSOCIATES, INC..

900004437319--0  
-06/22/01--01071--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs/Madams:

Enclosed please find two originals of the Articles of Incorporation regarding the above-referenced corporation.

Also enclosed please find our check made payable to the Secretary of State in the amount of \$78.75 representing payment of the filing fee (\$35.00), registered agent designation (\$35.00), and a certified copy (\$8.75) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope as soon as possible.

Very Truly Yours,  
G. CARLTON MARLOWE, P.A.

*G. Carlton Marlowe*  
G. Carlton Marlowe, Esq.

FILED  
01 JUN 22 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GCM/kb  
Enclosures

D. WHITE JUN 25 2001 7✓

ARTICLES OF INCORPORATION  
OF  
LEDERMAN & ASSOCIATES, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be:  
LEDERMAN & ASSOCIATES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum authorized capital stock of this corporation shall be as follows:

5,000 shares of voting common stock of the par value of One Cent (\$0.01) per share.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

#### ARTICLE IX

The name and post office address of the officers of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
MITCHELL LEDERMAN	7277 N.W. 58th Way Parkland, FL 33067	President
CHERYL LEDERMAN	7277 N.W. 58th Way Parkland, FL 33067	Secretary

#### ARTICLE X

The name and post office address of each subscriber of these Articles of Incorporation, together with the number of shares of stock each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
MITCHELL LEDERMAN	7277 N.W. 58th Way Parkland, FL 33067	100

#### ARTICLE XI

Special provisions for the regulation and government of this corporation are:

SECTION 1: The annual meeting of the stockholders and Board of Directors of this corporation shall be fixed by the By-laws.

SECTION 2: Any meeting of the stockholders and Board of Directors may be held either within or without the State of Florida.

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SECTION 3: The officers of this corporation shall be a President and Secretary, and such other officers as the Board of Directors may deem necessary. Any person may hold two or more of said offices.

SECTION 4: Directors of this corporation need not be stockholders; officers of this corporation need not be stockholders; and officers of this corporation need not be directors.

SECTION 5: The By-laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

SECTION 6: The Directors may, by resolution, designate two or more of their number to constitute an executive committee, with such authority as may be conferred by said resolution.

SECTION 7: The capital stock of this corporation shall be offered, sold and issued in accordance with the provisions of Section 1244 of the Internal Revenue Code of the United States.

SECTION 8: The original incorporators of this corporation or any of them, after the organization of same, shall have the right to assign and deliver their subscriptions of stock herein to any other persons who may hereafter become subscribers to the capital stock of this corporation; who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of this power.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director and not more than five (5) directors.

ARTICLE VII

The principal place of business of this corporation shall be: 7277 N.W. 58th Way, Parkland, Florida 33067, with the privilege of having branch offices at other places within or without the State of Florida, and in foreign countries, as may be necessary or convenient and as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL LEDERMAN	7277 N.W. 58th Way Parkland, Florida 33067
CHERYL LEDERMAN	7277 N.W. 58th Way Parkland, Florida 33067

#### ARTICLE XII

The provisions of this Charter, and amendments thereof, and each and every article and section hereof, and the provisions of the By-laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

#### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XIV

The street address of the initial registered office of this corporation is 7277 N.W. 58th Way, Parkland, Florida 33067, and the name of the initial registered agent of this corporation at that address is MITCHELL LEDERMAN.

ARTICLE XV

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.

IN WITNESS WHEREOF the undersigned has executed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, this 20<sup>th</sup> day of June 2001.

Mitchell Lederman  
MITCHELL LEDERMAN  
Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Mitchell Lederman  
MITCHELL LEDERMAN  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was sworn to and subscribed before me this 20<sup>th</sup> day of June, 2001 by MITCHELL LEDERMAN, who

(X) is personally known to me; or  
( ) has provided a Florida driver's license as identification;

and (~~did~~) (did not) take an oath.



G. Carlton Marlowe  
MY COMMISSION # CC737294 EXPIRES  
April 26, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

G. Carlton Marlowe  
Notary Public