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THE LAW OFFICES OF FREEDLAND, SCALESE & GLASSMAN

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October 10, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Att: New Filings

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Re: Rick Romash, P.A.

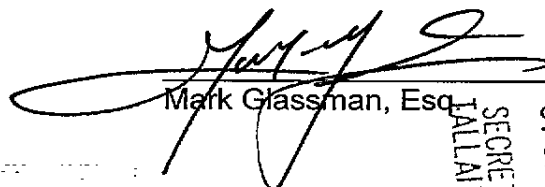
To Whom It May Concern:

Please find enclosed the following documents with respect to the creation of Rick Romash, P.A.:

1. Articles of Incorporation for Rick Romash, P.A.
2. Designation of Registered Agent and Registered Office, and
3. Check number 216 to the Department of State covering filing fees (\$35.00) and Appointment of Registered Agent (\$35.00).

Please do not hesitate to contact me should you have any questions or require any additional information.

Sincerely,


Mark Glassman, Esq.

Enclosures
cc: Rick Romash

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-17-01
WCC

**ARTICLES OF INCORPORATION
FOR
RICK ROMASH, P.A.**

The undersigned subscriber to these Articles of Professional Service Corporation, being a natural person competent to contract, and licensed real estate agent in the State of Florida, does hereby establish a Professional Service Corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is: Rick Romash, P.A.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

The development, management and sale of real estate in the State of Florida, and other locations outside of the State of Florida.

The lease and/or purchase of real estate and personal property as is necessary for conducting the above referenced business ventures.

The investment of funds in real estate, mortgages, stocks, bonds or any other type of investment related to the above referenced business ventures.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic

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TALLAHASSEE, FLORIDA

corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III **CAPITAL STOCK**

The capital stock of this corporation shall be one hundred (100) shares of one dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. All of said stock shall be payable in cash, property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than one hundred (\$100.00) dollars.

ARTICLE V **TERM OF EXISTENCE**

This corporation shall exist perpetually.

ARTICLE VI **ADDRESS OF CORPORATION**

The initial post office address of the principle office of the corporation in the State of Florida is 2645 Executive Park Drive, Suite 107, Weston, Florida 33331. The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE VII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII
INITIAL DIRECTORS

The name and post office address of the current member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Rick Romash	2557 N.E. 26 th Terrace Ft. Lauderdale, FL 33305

ARTICLES IX
SUBSCRIBERS

<u>NAME</u>	<u>CONSIDERATION</u>
Rick Romash	\$100.00

ARTICLE X
AMENDMENT

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 a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
LIMITATIONS ON CORPORATE STOCK

No one other than an individual who is duly licensed as a real estate agent or broker

under the laws of the State of Florida may own any corporate stock in this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his/her continued rendering of such professional services, he/she shall sever all employment with, and financial interest in, the corporation.

No shareholder of the corporation may sell or transfer his/her stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XII
EFFECTIVE DATE

The effective date of this corporation shall be when the Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE XIII
INITIAL REGISTERED AGENT

The initial registered agent of this corporation is Law Offices of Freedland, Scalese & Glassman, P.L., and the street address of the initial registered agent of this corporation is 2665 Executive Park Drive, Suite 3, Weston, Florida 33331.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock of the above named, for the purpose of forming a corporation to do business

in the State of Florida, does make and files these Article of Incorporation, hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares set forth above, this 10 day of October, 2001.


Rick Romash

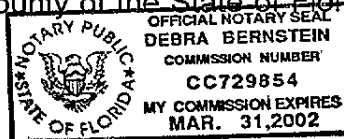
STATE OF FLORIDA


BROWARD COUNTY

Before me, the undersigned authority, and officer duly authorized to administer oaths and take acknowledgments, personally appeared RICK ROMASH, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed

Witness my hand and official seal in Broward County of the State of Florida this 10th day of October, 2001.

My commission expires: 3/31/2002




Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes, the Professional Service Corporation named herein submits this Certificate of Designation of Registered Agent and Registered Office to designate a registered agent and registered office in the State of Florida.

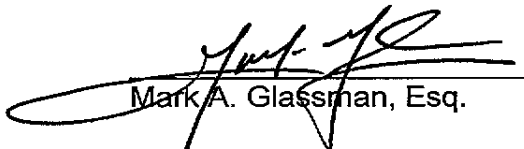
The name of the professional service corporation is:

Rick Romash, P.A.

The name and Florida street address of the registered agent is:

Law Offices of Freedland, Scalese & Glassman, P.L.
2665 Executive Park Drive, Suite 3
Weston, Florida 33331

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Mark A. Glassman, Esq.

10/10/01
Date

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01 OCT 15 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FL 32310