

Law Offices of  
**FREDERIC T. DEHON, JR., P.A.**  
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PALM BEACH GARDENS, FLORIDA 33418

FREDERIC T. DEHON, JR.  
Attorney and Certified Public Accountant

Of Counsel to:  
STEPHEN S. MATHISON, P.A.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL -8 PM 3: 13

TELEPHONE: (561) 624-2001  
TELECOPIER: (561) 624-0036

July 3, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700006251977--5  
-07/08/02--01064--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of ORNSTEIN-STRASSLER, P.A.

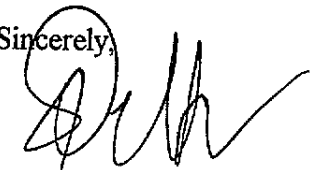
Gentlemen:

Attached please find the following documents for filing with your office for the above-referenced new corporation:

1. Original of the Articles of Incorporation with Acceptance of Designation of Registered Agent at the foot thereof.
2. A check payable to your order in the amount of \$70.00 for filing of these Articles and designation of registered agent.

If any additional information is required, please notify me immediately.

Sincerely,

  
Frederic T. DeHon, Jr.

FTD/vr  
Encls.

cc: Mr. Jeffrey A. Ornstein  
Stephen S. Mathison, Esq.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

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**OF**

**ORNSTEIN-STRASSLER, P.A.**

The undersigned incorporator, a natural person of legal age who is licensed or otherwise legally authorized to practice architecture and to perform architect services in the State of Florida, for the purpose forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the proposed corporation shall be ORNSTEIN-STRASSLER, P.A.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles or on filing of these Articles if that shall occur more than five (5) days thereafter, and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Nature of Business**

A. This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in architecture as a professional corporation and to own, lease and/or operate offices for the purpose of providing such professional services.
2. To own real and personal property, to enter into contracts and agreements,

and to engage in any lawful business necessary or appropriate in the rendering of such professional services.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

B. The professional services provided by this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional architecture services as a duly licensed architect.

#### **ARTICLE IV** **Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be paid for in cash or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

#### **ARTICLE V** **Initial Offices and Registered Agent**

The street address of the initial principal office of this corporation is 15695 76th Trail North, Palm Beach Gardens, Florida 33418. The street address of the initial registered office of this corporation is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, FL 33418. The name of the initial registered agent of this corporation at that address is Stephen S. Mathison, P.A..

**ARTICLE VI**  
**Initial Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has qualified is:

Jeffrey A. Ornstein     15695 76th Trail North, Palm Beach Gardens, Florida 33418

Alan Strassler         15695 76th Trail North, Palm Beach Gardens, Florida 33418

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders.

**ARTICLE VII**  
**Incorporator**

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

Jeffrey A. Ornstein     15695 76th Trail North, Palm Beach Gardens, Florida 33418

**ARTICLE VIII**  
**Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

**ARTICLE IX**  
**Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

**ARTICLE X**  
**Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

**ARTICLE XI**  
**Amendment**

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

**IN WITNESS WHEREOF, I**, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Professional Service Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1 day of ~~June~~ <sup>July</sup>, 2002.


  
\_\_\_\_\_  
JEFFREY A. ORNSTEIN

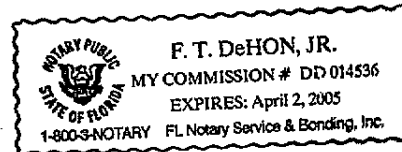
STATE OF FLORIDA

COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned authority, personally appeared JEFFREY A. ORNSTEIN, to me well known and known to me to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and seal at Palm Beach Gardens, Florida, this 15<sup>th</sup> <sup>July</sup> day of ~~June~~, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:  
My commission number:



(NOTARY SEAL)

#### ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.

STEPHEN S. MATHISON, P. A.

By: 

Stephen S. Mathison, Registered Agent

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