

Law Offices of  
**FREDERIC T. DEHON, JR., P.A.**  
PGA CONCOURSE BUILDING, SUITE 211  
5606 PGA BOULEVARD  
PALM BEACH GARDENS, FLORIDA 33418

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

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

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

**PO2000075010**  
October 8, 2002

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

Re: Amended & Restated Articles of Incorporation  
of ORNSTEIN-STRASSLER, P.A.

**300008330353--4**  
-10/11/02--01034--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

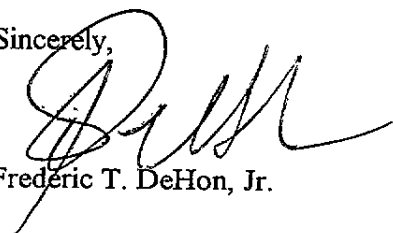
Gentlemen:

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

1. Original of the Amended and Restated 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 \$35.00 for filing of this Amendment.

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.

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TALLAHASSEE, FLORIDA

*PO2000075010*  
*Amended & Restated Articles of Incorporation*  
*7P x 10-11-02*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
ORNSTEIN-STRASSLER, P.A.**

We, the undersigned, as President and Secretary of ORNSTEIN-STRASSLER, P.A., a Florida professional association, hereby acknowledge adoption of the following Amended and Restated Articles of Incorporation, pursuant to Chapters 607 and 621, Florida Statutes, and certify that the adoption was pursuant to unanimous Resolutions of all the Shareholders and Directors of ORNSTEIN-STRASSLER, P.A., duly adopted by sufficient votes on October 8, 2002, in pursuance of its Articles and Bylaws, in accordance with applicable Florida law:

**ARTICLE I  
Name**

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

**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

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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 and Officers**

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 names and addresses of the initial directors 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 successors are elected or appointed and have qualified are:

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.

The names and addresses of the initial officers of the corporation with their offices set forth after their names who shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have qualified are:

|                     |   |                              |
|---------------------|---|------------------------------|
| Jeffrey A. Ornstein | 15695 76th Trail North<br>Palm Beach Gardens, Florida 33418 | President, Treasurer         |
| Alan Strassler      | 15695 76th Trail North<br>Palm Beach Gardens, Florida 33418 | Vice-President,<br>Secretary |

#### **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**

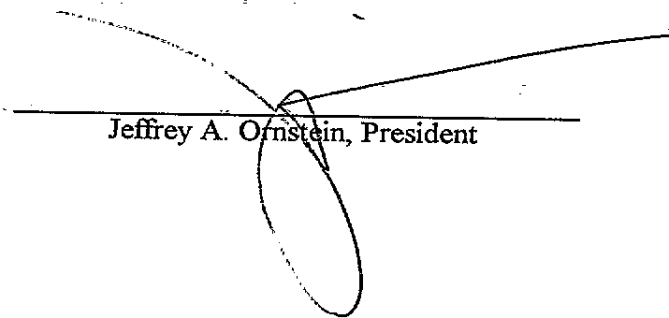
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, we the undersigned President and Secretary of the corporation, under authority of Resolution adopted by the corporation Shareholders and Board of Directors, and in conformance with the procedures set forth in Chapter 607, Florida Statutes (2002), for the purpose of amending and restating the corporation's Articles of Incorporation, hereby declare and certify that the facts herein stated are true and hereunto set our hands and seals this \_\_\_\_\_ day of October, 2002.

ORNSTEIN-STRASSLER, P.A.

ATTEST:

  
\_\_\_\_\_  
Alan Strassler, Secretary

  
\_\_\_\_\_  
Jeffrey A. Ornstein, President

(CORPORATE SEAL)

STATE OF FLORIDA

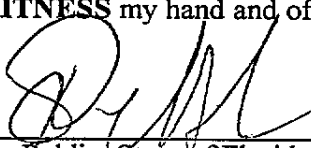
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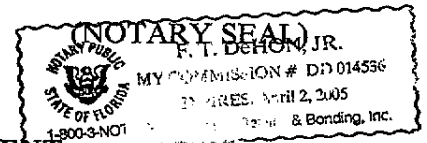
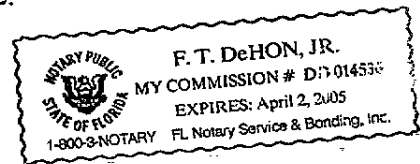
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Jeffrey A. Ornstein, as President of ORSNTEIN-STRASSLER, P.A., ☒ to me well known, or ☐ identified to me by \_\_\_\_\_, and Alan Strassler, as Secretary of ORNSTEIN-STRASSLER, P.A., ☒ to me well known, or ☐ identified to me by \_\_\_\_\_, to be the persons described in and who executed the foregoing instrument and, being first duly sworn, they acknowledged to and before me that they executed the same freely and voluntarily for the purposes therein expressed pursuant to duly adopted

corporate resolution.

WITNESS my hand and official seal this 3 day of October, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Notary's Printed Name  
My Commission expires:  
My Commission number:



**ACKNOWLEDGEMENT 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 state that I am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and I accept the obligations thereof.

FREDERIC T. DeHON, JR., P.A., Registered Agent

By:  Pres.  
Frederic T. DeHon, Jr., President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN ACTION OF SHAREHOLDERS  
AND DIRECTORS OF ORNSTEIN-STRASSLER, P.A.**

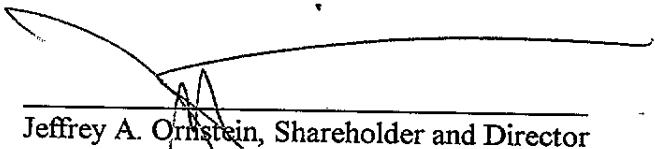
Pursuant to §§607.0704 and 607.0821, Fla. Stat (2002), the following action is hereby taken by the shareholders and the directors of Orstein-Strassler, P.A., effective October \_\_, 2002, such action being taken without meeting and to have the same force and effect as if a unanimous vote had been taken at a meeting of the shareholders and a unanimous vote had been taken at a meeting of the directors.

**RESOLVED THAT:**

The attached copy of the Amended and Restated Articles of Incorporation be, and the same are hereby, adopted. The President and Secretary of the corporation are hereby authorized to execute and file the same with the Secretary of State of Florida and in the corporate records.

The foregoing Written Action of Shareholders and Directors shall be delivered to the Corporation for filing with the corporate records of proceedings of meetings of shareholders and directors.

Dated this 3 day of October, 2002

  
\_\_\_\_\_  
Jeffrey A. Ornstein, Shareholder and Director

  
\_\_\_\_\_  
Alan Strassler, Shareholder and Director