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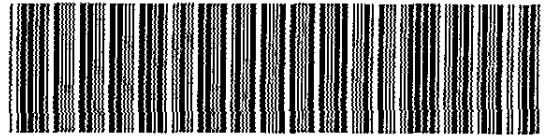
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THE LAW OFFICE OF
JAMES B. LYON, P.A.
1881 UNIVERSITY DRIVE, SUITE 206
CORAL SPRINGS, FLORIDA 33071

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JAMES B. LYON
ALSO ADMITTED TO OHIO BAR

STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 752-3400
TELEFAX (305) 752-3411

January 27, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for Cheryl M. Kaplan, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with the Florida Department of State in the above referenced matter along with my check in the amount of seventy eight dollars (\$78.75) for filing fees. Please return a certified copy of the filed Articles to me in the enclosed self addressed envelope.

Thank you.

Very truly yours,


James B. Lyon

JBL/gc
Enclosures

ARTICLES OF INCORPORATION
OF
CHERYL M. KAPLAN, P.A.

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STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is CHERYL M. KAPLAN, P.A.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 500 West Cypress Creek Road, Suite 300, Ft. Lauderdale, Florida 33309.

ARTICLE III-PURPOSE

This corporation is organized for the following purposes:

A. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been admitted to the bar of Florida, and is duly authorized to practice law in the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 West Cypress Creek Road, Suite 300, Ft. Lauderdale, Florida 33309 and the name of the initial registered agent of this Corporation at that address is Cheryl M. Kaplan.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Cheryl M. Kaplan, 500 West Cypress Creek Road, Suite 300, Ft. Lauderdale, Florida 33309.

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Cheryl M. Kaplan, 500 West Cypress Creek Road, Suite 300, Ft. Lauderdale, Florida 33309.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her 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.

ARTICLE IX-INDEMNIFICATION

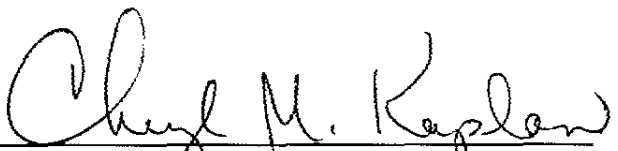
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 1/27, 2003


Cheryl M. Kaplan
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

STATE OF FLORIDA
TALLAHASSEE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CHERYL M. KAPLAN, P.A.

2. The name and address of the registered agent and office is:

Cheryl M. Kaplan
500 West Cypress Creek Rd., Suite 300
Ft. Lauderdale, Florida 33309

Cheryl M. Kaplan
Cheryl M. Kaplan, Incorporator

Date: 1/27/03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Cheryl M. Kaplan
Cheryl M. Kaplan

DATE: 1/27/03