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STATE
TALLAHASSEE, FLORIDA

ERIC L. ROSENBERG, ESQ.
3131 CLINT MOORE ROAD, SUITE 208
BOCA RATON, FLORIDA 33496
TEL (561) 982-2971 * FAX (561) 982-2968

ADMITTED IN FLORIDA, NEW YORK
AND NEW JERSEY

January 8, 2004

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

Re: Incorporation of Eric L. Rosenberg, P.A.

Dear Sir or Madam:

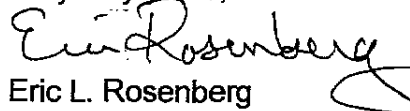
Enclosed please find one original and one copy of the Articles of Incorporation for Eric L. Rosenberg, P.A. Please file the Articles of Incorporation as soon as possible. I enclose a check in the amount of \$78.75 to cover: (1) filing fees, (2) registered agent designation and (3) certified copy fees.

The certified copy and all correspondence with respect to this matter should be sent to:

Eric L. Rosenberg, Esq.
3131 Clint Moore Road, Suite 208
Boca Raton, Florida 33496

Thank you for your assistance. I can be reached at (561) 982-2971 if you need to contact me.

Very truly yours,


Eric L. Rosenberg

Enclosures

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**ARTICLES OF INCORPORATION
OF
ERIC L. ROSENBERG, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Eric L. Rosenberg, P.A.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be:

3131 Clint Moore Road, Suite 208
Boca Raton, Florida 33496

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The Corporation is organized as a professional corporation pursuant to Sections 621 and 607, Florida Statutes. The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering professional services as attorneys at law in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes. The Corporation shall not engage in any business other than rendering professional services as attorneys at law; provided, however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property necessary for rendering its professional services as attorneys at law.

The purpose of the Corporation shall be carried out only through its officers, directors, employees, and agents, each of whom shall be duly licensed or otherwise legally qualified to render professional services as attorneys at law in the State of Florida.

ARTICLE V - POWERS

To the extent not inconsistent with the Florida Professional Service Corporation and Limited Liability Company Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities and duties as set forth under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VII - TERMS OF CAPITAL STOCK

The shares of stock of the Corporation shall be issued only to individuals who are licensed and authorized to practice law in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his shares in the Corporation only to an individual who is licensed and authorized to practice law in the State of Florida. Any shares issued in violation of this Article VII are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VII is null and void. No shares may be transferred upon the books of the Corporation or issued by the Corporation until there is presented to, and filed with, the Corporation a certificate issued by the State of Florida stating that the individual to whom the transfer of shares is to be made, or to whom the shares are to be issued, is licensed and authorized to practice law in the State of Florida.

No shareholder of the Corporation shall 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 or her shares of stock.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation but must be licensed and authorized to practice law in the State of Florida. The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Eric L. Rosenberg	3131 Clint Moore Road, Suite 208 Boca Raton, Florida 33496

who will serve as director of the Corporation from the date hereof until such time as his successor is duly elected and qualified, or until his earlier resignation or removal.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 3131 Clint Moore Road, Suite 208, Boca Raton, Florida 33496, and the initial registered agent of the Corporation at such office shall be Eric L. Rosenberg, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

ARTICLE X - PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

Officers. No individual may be an officer of the Corporation who is not licensed and authorized to practice law in the State of Florida.

Acts Prohibited. The Corporation may do no act which is prohibited to be done by individual persons licensed and authorized to practice law in the State of Florida.

Severance of Interest. If any officer, director, shareholder, agent or employee of the Corporation becomes legally disqualified to render services as an attorney at law within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services as an attorney at law, he shall sever all employment with, and financial interests in, the Corporation forthwith, and if he is an officer or director of the Corporation, shall resign such position immediately.

The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder.

ARTICLE XI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Eric L. Rosenberg

3131 Clint Moore Road, Suite 208
Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned had made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 8 day of January, 2004.


ERIC L. ROSENBERG

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for Eric L. Rosenberg, P.A., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091 and 607.0501, Florida Statutes.

Eric L. Rosenberg
ERIC L. ROSENBERG

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