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JAY R. BESKIN

DAVID W. BLACK

FRANK • WEINBERG • BLACK, P.L.

STEVEN C. ELKIN

E-MAIL: SELKIN@FWBLAW.NET

February 16, 2004

BRAD E. COREN
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MARC A. SILVERMAN
ROBERT T. SLATOFF

STEVEN A. WEINBERG

Via U.S. Mail

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re:

David I. Weiss, P.A.

My File No.: 8275.002

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not he sitate to contact me. Thank you.

Very truly yours.

Steven C. Eikir For the Firm

SCE/ajl Enclosures

cc: Mr. David Weiss (w/o encl., via U.S. Mail)

ARTICLES OF INCORPORATION OF DAVID I. WEISS, P.A.

The undersigned natural person, a licensed attorney in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be DAVID I. WEISS, P.A. The principal office and mailing address of this Corporation shall be 8751 W. Broward Boulevard, Suite 209, Plantation, Florida 33324

II. Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To render legal advice and provide legal services through its officers, agents and employees who are duly licensed or otherwise legally authorized to render such professional service within the State of Florida.
- b. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. Capital Stock

- a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good

standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV. Duration

The Corporation shall have perpetual existence.

V. Registered Agent

The address of this Corporation's initial registered office is 8751 W. Broward Boulevard, Suite 209, Plantation, Florida 33324; and the name of its initial registered agent at said address is David I. Weiss.

VI. Incorporator

The name and address of the Incorporator is as follows:

David I. Weiss 8751 W. Broward Boulevard, Suite 209 Plantation, Florida 33324

VII. Board of Directors

The Corporation shall have a Board of Directors consisting of at least one (1) person, but not less than one (1) person. The name and address of the initial Director of the Corporation is:

David I. Weiss 8751 W. Broward Boulevard, Suite 209 Plantation, Florida 33324

VIII. Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. Indemnification

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

XI. Bylaw Amendment.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this day of February, 2004.

DAVID I. WEISS, INCORPORATOR

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this day of February, 2004, by David I. Weiss, who is personally known to me or has produced a Florida driver's license or as identification.

My Commission Expires:

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CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

DAVID I. WEISS, P.A., desiring to organize under the laws of the State of Florida, hereby designates David I. Weiss as its registered agent and 8751 W. Broward Boulevard, Suite 209, Plantation, Florida 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

David I. Weiss

(Registered Agent)