

01/14/2005 14:55 CCR 20500007729 NO. 25

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**EFFECTIVE DATE**  
01/10/2005

0650.33839

**FLORIDA PROFIT CORPORATION OR P.A.**

**DANIEL S. NEWMAN, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION**  
**OF**  
**DANIEL S. NEWMAN, P.A.**

**EFFECTIVE DATE**  
**01/10/2005**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: Daniel S. Newman, P.A., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II**

The Corporation is organized for the purposes of engaging in the practice of law in the State of Florida and all its fields of specialization as engaged in by lawyers pursuant to Chapter 621, of the Florida Statutes. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$ .01	Common

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to lawyers in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

#### ARTICLE IV

This Corporation shall commence its existence upon January 10, 2005, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this Corporation is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131. The initial registered agent at that address is Daniel S. Newman.

#### ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) is duly elected and qualified is:

Daniel S. Newman

201 South Biscayne Boulevard  
Suite 3000  
Miami, Florida 33131

#### ARTICLE VII

The name and address of the Incorporator is: Daniel S. Newman, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

#### ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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**ARTICLE IX**

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE X**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XI**

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

**ARTICLE XII**

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services in the State of Florida for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever employment with, and all financial interests in, the Corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services.

**IN WITNESS WHEREOF**, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws 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 14<sup>th</sup> day of January, 2005.

  
Daniel S. Newman, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

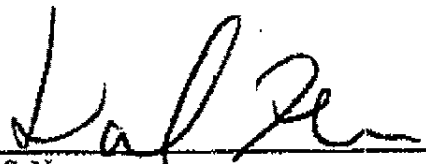
In compliance with the laws of the State of Florida, the following is submitted:

First – That DANIEL S. NEWMAN, P.A., desiring to organize under the laws of the State of Florida, has designated 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 as the place of business for the service of process within this state.

Second – That the above corporation has named DANIEL S. NEWMAN as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14<sup>th</sup> day of January, 2005.

  
Daniel S. Newman,  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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