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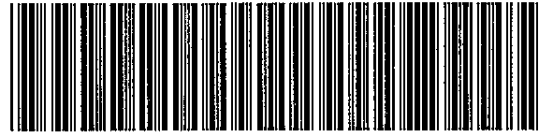
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-23-06

LAW OFFICES  
**HORWICH & ZAGER, P.A.**  
SUITE 202, WACHOVIA BANK BUILDING  
1541 SUNSET DRIVE  
CORAL GABLES, FLORIDA 33143

RICHARD J. HORWICH  
IRA ZAGER

MITCHELL A. HORWICH  
FRANCINE HORWICH  
JENNIFER M. EATON

TELEPHONE (305) 666-5299  
FAX (305) 284-8111

VIA: FEDERAL EXPRESS

December 19, 2005

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Richard J. Horwich, P.A.

Gentlemen:

We file herewith original and copy of Articles of Incorporation for a new Florida corporation, Richard J. Horwich, P.A. Please furnish a certified copy by courier. A prepaid return airbill is enclosed.

We enclose a check in the sum of \$78.75 to cover the following:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>8.75</u>
Total	\$78.75

Please call the undersigned at once, collect, if there is any question.

Very truly yours,

  
RICHARD J. HORWICH

RJH/lc  
Enclosures

c/rjh,pa/dos121905

**ARTICLES OF INCORPORATION**

**OF**

**RICHARD J. HORWICH, P.A.**

I, the undersigned, desiring to form a corporation under the provisions of the Professional Service Corporation Act of Florida, and all acts amendatory thereto, hereby adopt(s) the following:

**I.**

The name of the corporation shall be:

**RICHARD J. HORWICH, P.A.**

**II.**

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

1541 Sunset Drive  
Suite #202  
Coral Gables, Florida 33143

**III.**

The general nature of the business to be transacted by this corporation shall be:

(1) To engage in every phase and aspect of the business in rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed to render such professional services within the State of Florida.

(2) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments.

(3) To own, rent, lease or improve real and personal property necessary to the rendering of professional services.

(4) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives set forth in these Articles of Incorporation, or any amendment thereof as may be necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals to carry on the lawful business pursued necessary or incidental to the accomplishment of the purposes or the attainment of the objects or furtherance of such purposes or objects of the corporation.

(5) To borrow money and contract debts when necessary to carrying on the business of the corporation and for the exercise of its corporate rights and privileges and other lawful purposes.

(6) To purchase, hold, sell and transfer shares of its stock subject to such limitations as may be provided by law and providing that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for purposes of any stockholders' quorum or vote; provided however that the issue, sale or

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transfer of its own capital stock may be only to persons who are duly licensed attorneys in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation and it is expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation as such other purposes might be permitted under law.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall further have all and singular the following powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm, corporation or association to carry on any business which the corporation has the direct or incidental authority to pursue.

The corporation shall have the power to deny to the holders of the common stock of the corporation any pre-emptive rights to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

As herein noted above, this corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by, or agreements made among, the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this corporation shall not be impaired by such action.

This corporation shall have the power to enter into, for the benefit of its employees, officers and agents, one or more of the following:

1. A pension plan;
2. A profit-sharing plan;
3. A stock bonus plan;
4. A thrift and savings plan;
5. A restrictive stock option plan, or
6. Other retirement or deferred compensation or incentive compensation plan.

This corporation shall have the power, at its option, to purchase and acquire any and all shares owned and held by any shareholders who shall desire to sell, transfer or otherwise dispose of said shares, in accordance with the By-Laws adopted by, or agreements made among, the shareholders setting forth the terms and conditions of such purchase, provided that the capital of the corporation shall not be impaired by such action.

#### IV.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of stock of the par value of One Dollar (\$1.00) per share.

#### V.

The corporation shall have perpetual existence.

**VI.**

The street address of the initial registered office of this corporation is:

1541 Sunset Drive  
Suite #202  
Coral Gables, Florida 33143

and the initial registered agent of this corporation at that address is:

RICHARD J. HORWICH

**VII.**

The number of Directors constituting the initial Board of Directors shall be:

One.

The number of Directors may be either increased or diminished (but never to less than one) from time to time in the manner provided in the By-Laws.

**VIII.**

The name and street address of each member of the first Board of Directors is as follows:

RICHARD J. HORWICH  
1541 Sunset Drive  
Suite #202  
Coral Gables, Florida 33143

**IX.**

The names and street address of the first officers are as follows:

President	Richard J. Horwich 1541 Sunset Drive Suite #202 Coral Gables, Florida 33143
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Secretary/Treasurer	Francine Horwich 1541 Sunset Drive Suite #202 Coral Gables, Florida 33143
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**X.**

The name and street address of the Subscriber(s) to these Articles of Incorporation, who is an attorney duly licensed under the State of Florida to render services as such, is as follows:

Richard J. Horwich  
1541 Sunset Drive  
Suite #202  
Coral Gables, Florida 33143

## **XI.**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

## **XII.**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or shareholder of such corporation, and any director, or shareholder, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which the corporation is interested; and no contract, or other transaction of the corporation with any person, firm or corporation, shall be affected by the fact that any director or shareholder of the corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director or shareholder of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

## **XIII.**

The shareholders of the corporation shall have the power to include in the By-Laws or in agreements among them any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any of its shareholders, subject only to the provisions of Article II hereof. If any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State, or is elected to a public office or accepts employment, which, pursuant to then existing law, places restrictions or limitations upon his continued rendering of his services as an attorney, then he shall sever all employment with and financial interest in the corporation forthwith, and at such time such shareholder's shares shall immediately become subject to purchase by the corporation in accordance with the By-Laws or agreements provided for such events. Any other provisions hereof or of the By-Laws adopted hereunder notwithstanding, no shareholder of this corporation may sell or transfer shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a meeting of shareholders specially called for such purposes. Further, provisions of agreements among shareholders of the corporation, or by-laws adopted by the shareholders, or of any combination thereof, shall be controlling to the full extent that Florida law permits with respect to any corporate matters including, but not limited to, requiring more than a majority of shareholders or directors to be present or to act, the election, removal or replacement of directors or officers, and restrictions on the transfer or encumbrance of shares of the corporation.

## **XIV.**

If the shares of stock of this corporation are owned by a single shareholder, then in the event of said sole shareholder's death, the heirs, executors, or administrators of said sole stockholder shall have the power to amend the Articles of Incorporation of this corporation to provide that the corporation may continue on as a general corporation to conduct any other business authorized under the provisions of Chapter 607 of the Florida Statutes and any acts amendatory thereto.

## **XV.**

The existence of the Corporation shall begin upon the filing of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of December, 2005, at Coral Gables, Florida.

  
\_\_\_\_\_(SEAL)  
RICHARD J. HORWICH

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept the service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept such nomination and agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations as registered agent.

  
\_\_\_\_\_  
RICHARD J. HORWICH

c:\rjh.pa\articles.incorp.P.A.