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(Requestor's Name)

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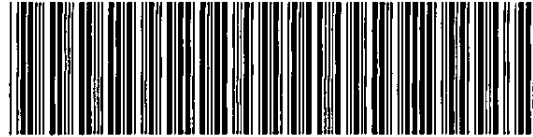
(Business Entity Name)

(Document Number)

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7/1/09

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09 JUN 29 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2009 JUN 29 PM 1:42

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B. KOHR

JUN 30 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 051002 7644751

AUTHORIZATION :

COST LIMIT : \$ 105.00

[Handwritten signature]

ORDER DATE : June 29, 2009

ORDER TIME : 10:37 AM

EFFECTIVE DATE 7/1/09

ORDER NO. : 051002-005

CUSTOMER NO: 7644751

FILED
09 JUN 29 AM 10:45
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RUBINTON & LAUFER, LLC

EFFECTIVE DATE:

XX___ CERTIFICATE OF CONVERSION WITH ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 7/1/09

FILED
09 JUN 29 AM 10:45
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

The undersigned, being all the members of Rubinton & Laufer, LLC, a Florida limited liability company (the "Company"), certify as follows in accordance with Florida Statutes Section 608.4403:

1. The name of the Company is Rubinton & Laufer, LLC which was formed on October 7, 2002.
L02500026268
2. The Company has been converted into a Florida professional corporation in compliance with Chapter 608, Florida Statutes, and the conversion also complies with Chapters 607 and 621, Florida Statutes.
3. The name of the Florida professional corporation is Rubinton & Laufer, P.A. (the "Corporation") as set forth in its Articles of Incorporation filed with the Florida Department of State.
4. A Plan of Conversion was approved by the Company in accordance with Chapters 607 and 608, Florida Statutes.
5. The effective date of the conversion of the Company to the Corporation shall be July 1, 2009.
6. The address of the Company is: 2901 Stirling Road, Suite 305, Davie, Florida 33312. This shall also be the address of the Corporation.

DATED: June 26, 2009.

Rubinton & Laufer, LLC

By: 
Jeffrey A. Rubinton, Member

By: 
Alicia L. Laufer, Member

Jeffrey A. Rubinton and Alicia L. Laufer
are also the Incorporators of
Rubinton & Laufer, P.A.

EFFECTIVE DATE _____

ARTICLES OF INCORPORATION
OF
RUBINTON & LAUFER, P.A.

FILED
09 JUN 29 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation pursuant to the provisions of the Professional Service Corporation and Limited Liability Company Act and Florida Business Corporation Act (the "Acts").

FIRST: The name of the Corporation (hereinafter called the "Corporation") is Rubinton & Laufer, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office and mailing address of the Corporation shall be 2901 Stirling Road, Suite 305, Davie, Florida 33312.

FOURTH: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Acts, are to render professional services and engage in any activities which facilitate or promote the practice of law.

The professional services authorized hereby may only be rendered by the Corporation by its officers, employees and agents who are duly licensed or otherwise legally authorized to practice law.

The Corporation shall not engage in business other than the practice of law; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and own real or personal property necessary for the rendering of the professional services authorized hereby.

No stockholder of the Corporation may sell or transfer the common shares except to another individual who is eligible to be a stockholder of the Corporation.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each, are of the same class and are to be common shares.

The Corporation shall not issue any of its common shares to anyone other than an individual who is duly licensed or otherwise legally authorized to practice law.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The number of directors constituting the Board of Directors of the Corporation is two which may be increased by the bylaws. The name and address of the persons who are to serve as the members of the initial Board of Directors of the Corporation is as follows:

Jeffrey A. Rubinton
2901 Stirling Road
Suite 305
Davie, Florida 33312

Alicia L. Laufer
2901 Stirling Road
Suite 305
Davie, Florida 33312

EIGHTH: The address of the initial registered agent of the Corporation in the State of Florida is 2901 Stirling Road, Suite 305, Davie, Florida 33312 and the name of the initial registered agent of the Corporation at such address is Alicia L. Laufer.


NINTH: The name and address of the incorporators are:

Jeffrey A. Rubinton
2901 Stirling Road
Suite 305
Davie, Florida 33312

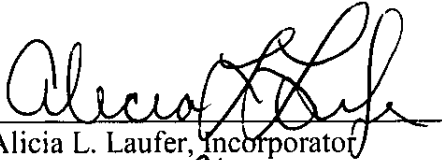
Alicia L. Laufer
2901 Stirling Road
Suite 305
Davie, Florida 33312

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Acts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence on July 1, 2009.



Jeffrey A. Rubinton, Incorporator
Signed on June 26, 2009



Alicia L. Laufer, Incorporator
Signed on June 26, 2009