

*Paul S. Labiner*  
*Attorney and Counselor at Law*  
*Admitted in NY, NJ and Florida*

W950000008219

2255 Glades Road  
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Tel (407) 998-2362  
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January 13, 1995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: Paul S. Labiner, P.A.

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to Department of State for \$122.50 which includes:

1. \$ 35.00 Filing Fee
2. 35.00 Designation of Registered Agent
3. 52.50 Certified Copy

FROM:

Paul S. Labiner, Esq.  
2255 Glades Road  
Suite 422-A  
Boca Raton, Florida 33431  
(407) 998-2352

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BSB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 19, 1995

PAUL S. LABINER, ESQUIRE  
2255 GLADES ROAD  
SUITE 422-A  
BOCA RATON, FL 33431

SUBJECT: PAUL S. LABINER, P.A.  
Ref. Number: W95000001278

We have received your document for PAUL S. LABINER, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 895A00002180

*Paul S. Labiner*  
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January 24, 1995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: Paul S. Labiner, P.A.

Enclosed, please find revised ARTICLES OF INCORPORATION for the above referenced subject, per your (attached) letter dated January 19, 1995.

FROM:

Paul S. Labiner, Esq.  
2255 Glades Road  
Suite 422-A  
Boca Raton, Florida 33431  
(407) 998-2362

ARTICLES OF INCORPORATION  
OF  
PAUL S. LABINER, P.A.

FILED  
05 FEB -1 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Paul S. Labiner, P.A.

ARTICLE II

The business purpose of the corporation shall be to engage in all aspects of the practice of law and its fields of specialization. The corporation shall render professional services only through its legally authorized officers, agents and employees.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act

of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§ § 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses is as follows:

Paul S. Labiner  
2255 Glades Road  
Suite 422-A  
Boca Raton, Florida

#### ARTICLE X

The initial registered agent of the corporation is Paul S. Labiner. The street address of the corporation's initial registered office is 2255 Glades Road, Suite 422-A, Boca Raton, Florida 33431

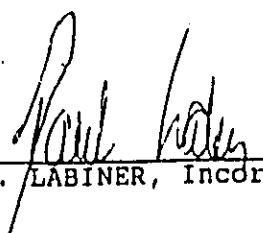
#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 2255 Glades Road  
Suite 422-A  
Boca Raton, Florida 33431

#### ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Paul S. Labiner, 2255 Glades Road, Suite 422-A, Boca Raton, Florida 33431

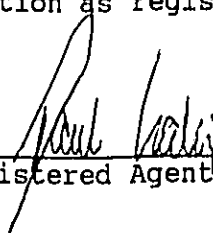
The undersigned incorporator has executed these Articles of Incorporation this 13th day of January, 1995.

  
PAUL S. LABINER, Incorporator

FILED  
25 FEB -1 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 13, 1995

  
Registered Agent-Paul S. Labiner