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AUTHORIZATION :

COST LIMIT : @ PREPAID

ORDER DATE : April 11, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 575330

CUSTOMER NO:

10908A

CUSTOMER: Mary Fredericks, Legal Asst GOLDMAN & DASZKAL

> Suite 320 7900 Glades Road Boca Raton, FL 33434

#### DOMESTIC FILING

NAME:

GOLDHAN, DASZKAL & GOLDSTEIN, P.A.

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper
EXAMINER'S INITIALS:

T. BROWN APR 1 1 1995

#### ARTICLES OF INCORPORATION

OF



#### GOLDMAN, DASZKAL & GOLDSTEIN, P.A.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and attorneys duly licensed to render professional legal services in the State of Florida, desire to form a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607 and Chapter 621, of the Florida Statutes.

#### ARTICLE I - CORPORATE NAME

The name of this corporation shall be GOLDMAN, DASZKAL &  $GOLDSTEIN,\ P.A.$ 

#### ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: To engage in every phase and aspect of the business of rendering to the public the same professional services 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 the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or 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 any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida

or any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of these Articles, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

#### ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock, having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice accounting in the State of Florida. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation in the State of Florida shall be 7900 Glades Road, Suite 320, Boca Raton, Florida 33434. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

#### ARTICLE VI - NUMBER OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws, but shall never be less than one (1).

#### ARTICLE VII - FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are elected or appointed are:

Glenn Goldman

1080 Southwest 21st Avenue

Boca Raton, FL 33486

Alex Daszkal

4837 Sugar Pine Drive Boca Raton, FL 33487

Lauri J. Goldstein 2926 S.W. Brighton Way

Palm City, FL 34990

#### ARTICLE VIII - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Glenn Goldman

1080 Southwest 21st Avenue

Boca Raton, FL 33486

Alex Daszkal

4837 Sugar Pine Drive Boca Raton, FL 33487

Lauri J. Goldstein 2926 S.W. Brighton Way Palm City, FL 34990

#### ARTICLE IX - REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders, with or without cause, by the same vote as that required to elect a director.

#### ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

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

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

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right 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. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power to, 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 the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan or any other retirement, death benefit of incentive compensation plan.

#### ARTICLE XII - REGISTERED AGENT

The street address of the initial registered office of the corporation 7900 Glades Road, Suite 320, Boca Raton, Florida 33434, and the name of its initial registered agent is ALEX DASZKAL. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

ALEX DASZKAL

#### ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this / day of April, 1995.

GLENN GOLDMAN

ALEX DASZKAL

LAURI J. GOLDSTEIN

- 5 -

STATE OF FLORIDA )
COUNTY OF PALM BEACH )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GLENN GOLDMAN, ALEX DASZKAL and LAURI J. GOLDSTEIN, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they swore before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this loth day of April, 1995.

Notary Public/State of Florida At Harge

My Commission Expires:



# PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 0721000000032

REFERENCE : 830737

ABEBEB

AUTHORIZATION :

Patricio Pa

COST LIMIT # \$ 35.00

ORDER DATE : February 2, 1996

ORDER TIME : 10:05 AM

ORDER NO. " 830737

800001705348

CUSTOMER NO:

ABEBEB

CUSTOMER:

Michael B. Shapiro, Esq

Shapiro & Dector, P.a.

Suite 200

7777 Glades Road Boca Raton, FL 33434

CHANGE OF AGENT

Tile 3rd = 5

NAME:

GOLDMAN, DASZKAL AND GOLDSTEIN, P.A.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTAC" PERSON: GLS

### STATEMENT OF CHANGE OF REGISTERED OFFICE

Pursuant to the provisions of Section 607.0502//Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to change its registered office and registered agent in the State of Florida.

FIRST: The name of the corporation is GOLDMAN, DASZKAL &

SECOND: The address of its present registered agent is 7900 Glades Road, Suite 320, Boca Raton, Florida 33434.

The address to which its registered agent is to be changed is 735 Colorado Office Plaza, Suite 2, THIRD:

FOURTH: The name of its present registered agent is ALEX

FIFTH: The name of its successor registered agent is LAURI

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by the board of directors.

Dated:

GOLDMAN) DA\$ZKAL & GOLDSTEIN, P.A.

GLENN GOLDMAN, its President

I hereby agree to act in the capacity as registered agent for GOLDMAN, DASZKAL & GOLDSTEIN, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and to accept the duties and obligations of Section 607.0505 Florida Statutes.

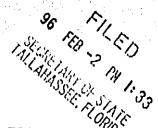
## 1201 HAYS STREET TALLAHASSEE, FL 32301 902-322-0174 904-222-0174 908-342-8086 7504-222-0174 908-342-8086 908-342-8086 908-342-8086 908-342-8086 908-342-8086 908-342-8086

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CUSTOMER NO: 83838A				00	0001705350
CUSTOMER: Michael B. Shapiro, Esq Shapiro & Dector, F.a. Suite 200 7777 Glades Road Boca Raton, FL 33434					FILED FILED R FB -2 PH SECRETARISSEE
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NAME: G	OLDMAN, DASZKA OLDSTEIN, P.A.	IL AN	<b>D</b>	Fi	le 2nd
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EXAMINER'S INITIALS:

CONTACT PERSON:

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GOLDMAN, DASZKAL AND GOLDSTEIN, P.A.



- 1. The name of the corporation is GOLDMAN, DASZKAL AND GOLDSTEIN, P.A. (the "Corporation").
- 2. ARTICLE I of the Articles of Incorporation of the Corporation is amended to read as follows:

#### "ARTICLE I - CORPORATE NAME

The name of this corporation shall be A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A."

- 3. This Amendment was recommended by the board of directors to the Corporation's shareholders on January 29, 1996.
- 4. This Amendment was approved by all of the shareholders of the Corporation.

IN WITNESS WHEREOF, GOLDMAN, DASZKAL & GOLDSTEIN, P.A., has caused these Articles of Amendment to be executed on this Act day of January, 1996.

GOLDMAN, DASZKAI & GOLDSTEIN, P.A.

By:

GLENN GOLDMAN,

its President

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared GLENN GOLDMAN, as President of GOLDMAN, DASZKAL & GOLDSTEIN, P.A., known to me and personally known by me to be the person who executed the foregoing, and he swore before me that he executed the foregoing voluntarily for the purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County last aforesaid, this day of January, 1996.

My commission expires:

Notary Public State of Florida

OFFICIAL NOTARY SEAL MICHAEL SHAPIRO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC235687 MY COMMISSION EXP. NOV. 6,1996

### HYDOODOAH554

A LAW OFFICE OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.
ATTORNEYS AT LAW

Colorado Office Plaza 735 Colorado Avenue, Suite 2 Stuart, Florida 34994 (407) 286-8605

February 7, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Amendment

Dear Sir/Madam:

800001713208 -02/13/96--01052--017 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find an original and two copies of Articles of Amendment to Articles of Incorporation along with a check in the amount of \$35.00 to file same.

Kindly stamp a copy and return to this office in the envelope enclosed for your convenience.

I remain,

Lauri J. Goldstein, Baquire

LJG/dss Encs

Name
Avadability 2 21 94

Document
Examiner Att

Update
Verifyer

Acknowledgement
W.P. Verifyer

#### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

FILED

A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.96 FEB 13 PH 4: 56

- 1. The name of the corporation is A LAW FIRM OF LAURI J. GOLDSTEIN CHEE, FLORIDA ASSOCIATES, P.A. (the "Corporation").
- 2. ARTICLE I of the Articles of Incorporation of the Corporation is amended to read as

#### "ARTICLE I - CORPORATE NAME

The name of this corporation shall be A LAW OFFICE OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A."

- 3. This Amendment was recommended by the board of directors to the Corporation's shareholders on February 7, 1996.
  - 4. This Amendment was approved by all of the shareholders of the Corporation.

IN WITNESS WHEREOF, A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A. has caused these Articles of Amendment to be executed on this 7th day of February, 1996.

A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.

Prin Halika

Lauri J. Goldstein, its President

STATE OF FLORIDA

COUNTY OF MARTIN

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared LAURI J. GOLDSTEIN, as President of A Law Firm of Lauri J. Goldstein & Associates, P.A., known to me and personally known by me to be the person who executed the foregoing, and she swore before me that she executed the foregoing voluntarily for the purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County last aforesaid, this 24 day of February, 1996.

My Commission expires:

MARTHA L. NESSER
MY COMMISSION & CC 278874

EXPRESS AND 21, 1997