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**GREENBERG & VAZQUEZ**

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William M. Vazquez\*

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\*Admitted in New York and Florida

March 24, 1995

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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Re: JEFFREY L. GREENBERG, P.A.

To whom it may concern:

Enclosed is an original and one copy of Articles of Incorporation for Jeffrey L. Greenberg, P.A. and a check for \$70.00. Please file the original and return a date-stamped copy to me in the enclosed stamped, addressed envelope.

Please call if you have any questions.

Thank you.

Very truly yours,

GREENBERG & VAZQUEZ

Linda L. Miller  
Legal Assistant

llm\  
Enclosure

cc: Jeffrey L. Greenberg

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*[Signature]*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 29, 1995

LINDA L. MILLER  
5550 GLADES ROAD STE. 401  
BOCA RATON, FL 33431

SUBJECT: JEFFREY L. GREENBERG, P.A.  
Ref Number: W95000006858

We have received your document for JEFFREY L. GREENBERG, P.A. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e., "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"), and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 395A00014157

ARTICLES OF INCORPORATION  
OF  
JEFFREY L. GREENBERG, P.A.

The undersigned, being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes)

FIRST The name of the professional service corporation (hereinafter called the "corporation") is Jeffrey L. Greenberg, P.A.

SECOND The duration of the corporation shall be perpetual.

THIRD The purposes for which the corporation is organized are as follows:

- (a) To engage in every phase and aspect of the practice of Law.
- (b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of the professional services described in this Article.
- (c) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

FOURTH This corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

FIFTH The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

SIXTH Shares of the corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally qualified to practice law in the State of Florida.

SEVENTH 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, 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

EIGHTH. The address of the initial registered office of the corporation in the State of Florida is 5550 Glades Road, Suite 401, Boca Raton, Florida 33431, and the name of its initial registered agent at said address is Jeffrey L. Greenberg

NINTH. The address of the principal office of the corporation is 5550 Glades Road, Suite 401, Boca Raton, Florida 33431.

TENTH. The number of directors constituting the initial Board of Directors is one (1). Subsequently, the number of directors shall be determined in accordance with the By-Laws of the corporation.

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey L. Greenberg	5550 Glades Road Suite 401 Boca Raton, Florida 33431

ELEVENTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey L. Greenberg	5550 Glades Road Suite 401 Boca Raton, Florida 33431

TWELFTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented (except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the provisions and sections of the Florida

General Corporation Act, and in the manner provided for in the By Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

**THIRTEENTH:** The shareholders of the corporation shall have the power to include in the By Laws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting specially called for that purpose. If any officer, director, shareholder, agent, or employee of the corporation becomes legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations on his continued practicing of law in the State of Florida, he shall forthwith sever all employment and 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 legal services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to be dividends.

**FOURTEENTH:** The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**FIFTEENTH:** The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on March 23, 1995, in the City of Boca Raton, Florida.

  
\_\_\_\_\_  
JEFFREY L. GREENBERG

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is JEFFREY L. GREENBERG, P.A.
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg  
5550 Glades Road  
Suite 401  
Boca Raton, Florida 33431

  
Jeffrey L. Greenberg  
INCORPORATOR

Date: March 3, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (SUPP. 1993).

  
Signature of Registered Agent

Date: March 3, 1995