

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0391 FAX

800-342-8086



P9500027898

ACCOUNT NO. : 072100000032

REFERENCE : 573873 80974A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 573873

CUSTOMER NO: 80974A

CUSTOMER: Beverly Donnelly, Legal Asst
POPKIN & SHURPIN

2499 Glades Road, Suite 114

Boca Raton, FL 33431

900001450769
-04/07/95--01061--003
****122.50 ****122.50

DOMESTIC FILING

NAME: LAUTER & COMPANY, P.A.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN APR - 7 1995

RECEIVED
95 APR - 7 AM 11:55
DEPT OF CONSERVATION

FILED
95 APR - 7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POPKIN, SHURPIN & MACCARI, P.A.

Attorneys at Law
2499 Glades Road, Suite 114
Boca Raton, FL 33431

EDWARD D. POPKIN*
BARBARA T. SHURPIN**
THOMAS J. MACCARI

BOCA RATON (407) 394-8333
PALM BEACH (407) 734-5507
BROWARD (305) 484-6200
FAX (407) 394-8413

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN MASSACHUSETTS

April 6, 1995

Attn: New Filings
Secretary of State
State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32309

Re: LAUTER & COMPANY, P.A.
Our File No. 859182

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation for filing with the Secretary of State together with a check in the amount of \$122.50.

Kindly return to this office a conformed copy of the Articles of Incorporation together with your receipt.

Your prompt attention will be greatly appreciated.

Very truly yours,



Beverly A. Donnelly
Legal Assistant
Enclosures

ARTICLES OF INCORPORATION
OF
LAUTER & COMPANY, P.A.

FILED
95 APR -7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

LAUTER & COMPANY, P.A.

2. The period of this corporation is perpetual.

3. The purpose of this corporation is to engage in real estate brokerage and related services and to exercise the powers now or hereinafter granted to professional services corporations.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

21557 Kapok Circle
Boca Raton, Florida 33433

and the name of its initial Registered Agent is Popkin, Shurpin & Maccari, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

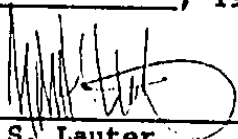
Robert S. Lauter
21557 Kapok Circle
Boca Raton, Florida 33433

7. The name and address of the Incorporator is:

Robert S. Lauter
21557 Kapok Circle
Boca Raton, Florida 33433

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 6 day of April, 1995.



Robert S. Lauter

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Robert S. Lauter, who is well known to me and is the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before

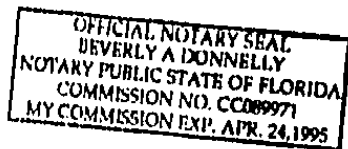
me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 6th day of April, 1995.

Beverly A. Donnelly
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

BEVERLY A. DONNELLY



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 APR -7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

LAUTER & COMPANY, P.A.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

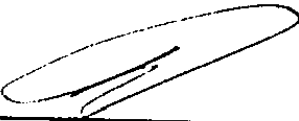
**POPKIN, SHURPIN & MACCARI, P.A.
2499 GLADES ROAD, SUITE 114
BOCA RATON, FLORIDA 33431**

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN, SHURPIN & MACCARI, P.A.

BY: 
Edward D. Popkin
President

1201 HAYS STREET
TALLAHASSEE, FL 32310
800-343-7444

P9500027898



ACCOUNT NO. : 072100000032
REFERENCE : 632899 80974A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : July 6, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 632899

CUSTOMER NO: 80974A

CUSTOMER: Rebecca Bolduc, Legal Asst
Popkin & Shurpin
2499 Glades Road, Suite 114
Boca Raton, FL 33431

600001530606
-07/06/95--01018--013
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: LAUTER & COMPANY, P.A.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: DB 7-6

FILED
JUL - 6 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POPKIN, SHURPIN & MACCARI, P.A.

Attorneys at Law
2499 Glades Road, Suite 114
Boca Raton, FL 33431

EDWARD D. POPKIN*
BARBARA T. SHURPIN**
THOMAS J. MACCARI

BOCA RATON (407) 394-8333
PALM BEACH (407) 734-5507
BROWARD (305) 484-8200
FAX (407) 394-8413

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN MASSACHUSETTS

July 5, 1995

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

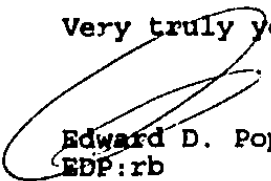
RE: Lauter & Company, P.A.
Charter No. P95000027898

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation of the above corporation for filing with the Secretary of State. Further enclosed is our check in the amount of \$35.00 as and for the filing fee.

Thank you for your assistance.

Very truly yours,


Edward D. Popkin
EDP:rb

enc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 JUL -6 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAUTER & COMPANY, P.A.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I of the Articles of Incorporation of LAUTER & COMPANY, P.A. is amended as follows:

ARTICLE I

The name of the corporation shall be:

ROBERT S. LAUTER, P.A.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 23, 1995 .

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

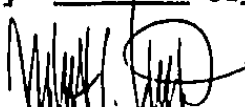
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 23rd of June, 19 95.

Signature  President, sole shareholder
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title