

LAW OFFICES OF

# RUBINSTEIN AND KORNIK

A Professional Association

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NINA ZILBERMAN CHEPP  
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KOWENA D. REICH  
JEFFREY D. RUBINSTEIN

ATTORNEYS AT LAW

FISHMAN  
BRIDGWAY TOL

Bureau of Corporate Records  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: MARK E. GOLDSTEIN, P.A.

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

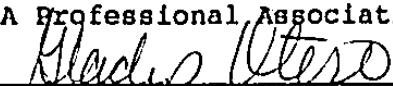
Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

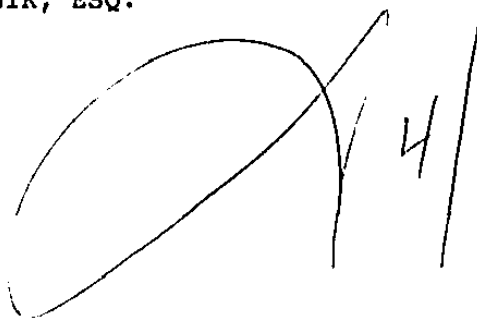
Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN AND KORNIK,  
A Professional Association

  
GLADYS OTERO, SECRETARY TO  
GARY H. KORNIK, ESQ.

Enclosures



ARTICLES OF INCORPORATION  
OF  
MARK E. GOLDSTEIN, P.A.

The undersigned natural persons, each of who is licensed or otherwise legally authorized to practice the profession of real estate sales and leasing in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of this Corporation is MARK E. GOLDSTEIN, P.A.

SECOND: This Corporation is organized for the purposes:

- a) To engage in the practice of real estate; and to engage in the sale, lease, management, consulting, evaluation of real estate as a professional corporation and to carry on services incident thereto. The practice of real estate as stated herein is the sole and exclusive professional service to be rendered by this Corporation.
- b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.
- c) The professional services of this Corporation shall be carried out only through officers, employees, and agents, each of whom is a licensed real estate salesperson, and is duly authorized to sell and lease real estate in the State of Florida.

THIRD: The period of the Corporation's duration shall be perpetual or until dissolved by a vote of the shareholders as hereafter provided.

FOURTH: This Corporation is authorized to issue 1000 Shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

FIFTH: The address of the principal office of this Corporation is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

SIXTH: The Corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

SEVENTH: The name of the Registered Agent of this Corporation is MARK E. GOLDSTEIN, 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

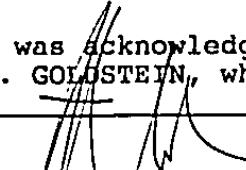
- EIGHTH: The Corporation is to managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), MARK E. GOLDSTEIN, 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133. The initial directors shall hold office until their successors are elected and qualified as provided in the By-laws. Thereafter, the terms of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial Board of Directors shall be the authorized number of directors until such number is changed by a By-law duly adopted by the shareholders.
- NINTH: The initial directors shall submit the proposed By-laws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of By-laws by the affirmative vote of a majority of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-laws.
- TENTH: The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.
- ELEVENTH: The name and address of the incorporator of this Corporation is MARK E. GOLDSTEIN, 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 5th day of April, 1995.

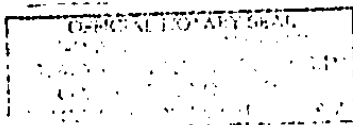
  
MARK E. GOLDSTEIN, INCORPORATOR

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 5th day of April, 1995, by MARK E. GOLDSTEIN, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

PRINT NAME OF NOTARY PUBLIC



AFFIDAVIT

STATE OF FLORIDA )  
 )SS:  
COUNTY OF DADE )

FILED  
55 APR 10 PM 10  
TALLAHASSEE FLORIDA

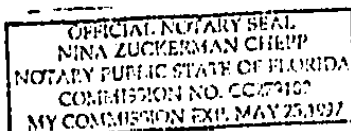
BEFORE ME, the undersigned authority, on this day personally appeared, MARK E. GOLDSTEIN ("Affiant"), who has a legal address of 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133, known to me to be the person who subscribed his name below, who after having first been duly sworn by me, under oath deposes and says:

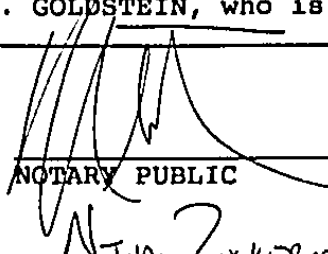
1. The entity, MARK E. GOLDSTEIN, P.A., presently seeking to file for incorporation has not transacted business and will not transact business as a corporation before this filing is complete.

2. The filing of Articles of Incorporation for MARK E. GOLDSTEIN, P.A., 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133, is not in any way an attempt to circumvent any fee, tax, or penalty that could have been imposed under the Florida Statutes.

  
MARK E. GOLDSTEIN, AFFIANT

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 1995, by MARK E. GOLDSTEIN, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC  
NINA ZUCKERMAN CHOPP  
PRINT NAME OF NOTARY PUBLIC

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1993), as may be amended, the following is submitted:

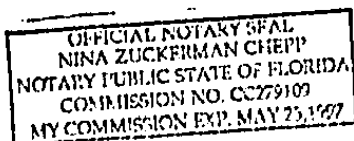
That, MARK E. GOLDSTEIN, P.A., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133, and the name of the initial registered agent at that address is MARK E. GOLDSTEIN, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, MARK E. GOLDSTEIN, heroby states that he is familiar with, and agrees to accept the obligations of this position, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

  
MARK E. GOLDSTEIN

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 5th day of April, 1995, by MARK E. GOLDSTEIN, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC

NINA Zuckerman Chepp  
PRINT NAME OF NOTARY PUBLIC