

P95000029988

RASH & KATZEN, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
DADELAND SQUARE
EXECUTIVE SUITE 610
7700 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33156

H. STEPHEN RASH*
JERRY U. KATZEN

* ALSO ADMITTED TO PRACTICE
WASHINGTON D.C.
UTAH
COLORADO

March 27, 1995

TELEPHONE
305-898-2000

FAX
305-874-2740

Secretary of State
Division of Corporations
Corporate Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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-03/31/95--01075--003
***122.50 ***122.50

Re: H. STEPHEN RASH, P.A.

Gentlemen:

Please find enclosed herewith an original and one copy of the Articles of Incorporation for H. Stephen Rash, P.A. Please file the original and mail the stamped copy back to this office in the enclosed self addressed stamped envelope which is provided for your convenience.

I also enclose a check in the amount of \$122.50 for filing fees.

Very truly,

RASH & KATZEN, P.A.


H. STEPHEN RASH

HSR/ske

w/enclosures

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W95-7311

File April 1, 95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 5, 1995

H. STEPHEN RASH, ESQ.
7700 N. KENDALL DR.
SUITE 610
MIAMI, FL 33156

SUBJECT: H. STEPHEN RASH, P.A.
Ref. Number: W95000007311

We have received your document for H. STEPHEN RASH, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 495A00015398

**ARTICLES OF INCORPORATION
OF
H. STEPHEN RASH, P.A.**

The undersigned, for the purposes of becoming a professional corporation under the laws of the State of Florida, by and under the provisions of chapter 608, Florida Statutes, as amended by the "Professional Services Corporation Act" of the State of Florida, Chapter 621, provides for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION:

The name of the Corporation shall be:

H. STEPHEN RASH, P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS:

The general nature of the business and the proposed objects and purposes be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do, viz:

(a) to engage in every aspect of the general practice of law, including but not limited to, general civil practice in all courts and before administrative agencies, criminal practice in all courts, corporation, probate, trust, real property and labor law.

(b) To render the professional service involved only through its officers, agents and employees who are active members of the legal profession in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments.

(d) To own real and personal property necessary for the rendering of the public services hereby authorized.

(e) This corporation shall not engage in any business other than the practice of law as authorized in the State of Florida, and by these Articles of Incorporation.

ARTICLES III

CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time FIVE HUNDRED (500) shares of common stock, having a nominal par value of ONE AND NO/100 (\$1.00) DOLLAR per share. The consideration to be paid each share shall be payable in lawful money of the United States of America, or in the property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE VI

INITIAL CAPITAL:

The amount of capital which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

PRINCIPAL OFFICE AND RESIDENT AGENT:

The corporation's resident agent for service in the State of Florida shall be:

H. STEPHEN RASH

The initial post office address of the registered agent of this corporation in the State of Florida is:

7700 NORTH KENDALL DRIVE, SUITE 610
MIAMI, FLORIDA 33156

The initial post office address of the principal office of this corporation in the State of Florida is:

7700 NORTH KENDALL DRIVE, SUITE 610
MIAMI, FLORIDA 33156

and that of the resident agent is the same.

The Board of Directors may from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

TERMS OF EXISTENCE:

The duration of this corporation shall be perpetual unless dissolved according to law.

ARTICLE VII

The number of Directors of this Corporation shall not be less than (1) and no more than thirteen (13) as shall be designated by the By-Laws.

ARTICLES VIII

FIRST BOARD OF DIRECTORS:

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1981, and until their successors are elected or appointed and have qualified are as follows:

<u>NAMES:</u>	<u>POST OFFICE ADDRESS:</u>
H. STEPHEN RASH	SUITE 610, 7700 NORTH KENDALL DR. MIAMI, FLORIDA 33156

ARTICLE IX

SUBSCRIBERS:

The name and post office address of each subscriber to these Articles of Incorporation, the number and shares of stock each has agreed to take, and the value of the consideration therefor, is as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
H. STEPHEN RASH	7700 N. KENDALL DR. SUITE 610 MIAMI, FL. 33156	100	\$100.00

ARTICLE X

ADDITIONAL PROVISIONS:

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs for the corporation:

(a) The stockholders shall have no preemptive rights with respect to the stock of this corporation. This corporation may issue and sell its capital stock from time to time without offering such shares to the stockholders then holding shares of the capital stock.

(b) Shares of this corporation's capital stock and certifications therefor shall be issued only to active members of their profession in good standing.

(c) If any officer, shareholder, agent or employee of this corporation rendering professional services to the public:

1) Becomes legally disqualified to render professional services within this state; or

2) Is elected to public office, which office would prevent him from rendering professional services on behalf of the corporation; or

3) Accepts employment that, pursuant to existing law, is a restriction or limitation upon his rendering professional services; or

4) Makes an assignment for the benefit of creditors; or

5) Files for a voluntary petition in bankruptcy, or becomes the subject of an involuntary petition in bankruptcy or

6) Attempts to sell, transfer, hypothecate or pledge any shares of stock of this corporation, to any person; or in any manner prohibited by law or by these Articles of Incorporation or by the By-Law of this Corporation; or

7) if any execution is levied upon, or any lien of any kind is imposed upon the shares of stock of any such stock holder; or

8) Upon the death or adjudication of incompetency of the stockholder, or

9) Upon the voluntary or adjudication of incompetency of the stockholder as an officer, agent or employee of this corporation, then in any such event, the stockholder's employment with and financial interest in the corporation shall cease and be severed forthwith, except to receive payment for such shares of stock in this corporation as are owned by him, and any other amounts that are lawfully due the stockholder by the corporation. The shares of stock of such stockholder in this corporation shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividends of stock rights of any kind which may be declared thereafter by this corporation, and said stock of such stockholder shall be forthwith transferred, sold, pledge or redeemed at such price or value and only in such manner as shall be authorized or set forth by the By-Laws adopted by the

stockholders of this corporation or in an appropriate stockholders agreement.

d) No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in the corporation except to another individual who is duly licensed or otherwise legally authorized within this state to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved at a stockholder's meeting specially called for such purpose, by such proportion, but not less than a majority of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time By-Laws adopted by the stockholders or as provided in a stockholders agreement. At such stockholders meetings the share of stock proposed to be sold or transferred may not be voted or counted for any purpose.

e) The corporation's board of directors are specifically authorized from time to time adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation, of those shares of stock, providing however such provisions dealing with the purchase or redemption by the corporation, of those shares of stock, providing however such provisions dealing with the purchase or redemption by the corporation of those shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

f) The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute or any Article of corporation or Amendment thereto, or by the By-Laws as executed from time to time, or by a stockholder's agreement, expressly conferred upon or reserved to the stockholders from time to time.

g) The Board of directors, from time to time, shall determine whether and to what extent at what time and places, and under what condition and regulations the accounts and books of this corporation, or any of them, shall be opened to the inspection of the stockholder shall have any right to inspect any account or document of this corporation, except as conferred by statute or authorized by Statute or authorized by the Board of Directors.

h) The Directors may prescribe a method or methods for replacements of lost certificates and may prescribe reasonable conditions by way of security upon the issue of a new certification therefor.

i) This corporation shall have such officers as may from time to time be provided by the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as determined from time to time by the board of Directors, subject to the By-Laws.

j) The stockholders may, in their discretion, choose a chairman of the Board of Directors at an annual meeting of the stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of the stockholder thereafter called pursuant to the By-Laws of the corporation.

k) No contract or other transaction between this corporation and any other firm, association or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a member, director or officer, or are members, directors, or officers of such other firm, association or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation is interested, and no contract, act or transaction in the absence of fraud of this corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is or are interested in such contract, account or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested in any wise, the directors, when so interested, shall be accounted as present at the Board of Director's Meetings. They may vote in such meeting as fully and with the same effect as if not so interested.

ARTICLES XI

AMENDMENTS:

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

INCORPORATION OF PROVISIONS PROFESSIONAL SERVICE CORPORATION ACT:

This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the corporation, its officers, directors and stockholder shall be subject to all of the sections of said Act concerning the formation of the corporation, the conduct of its business, and the liabilities, rights, directors, directors and stockholders as stated in Charter 621, Florida Statutes.

ARTICLE XIII

EFFECTIVE DATE:

The effective date of the corporate existence shall be April 1, 1995.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, have hereunto set my hand and seal this 27 day of March 1995.



H. STEPHEN RASH

STATE OF FLORIDA)

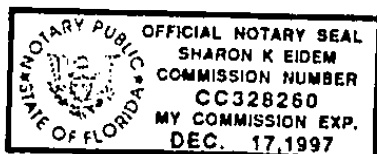
COUNTY OF DADE)

BEFORE ME the undersigned authority, personally appeared H. STEPHEN RASH, the original stockholder, director and officer of the corporation, who is personally known to me and the person authorized to execute the Articles of Incorporation and he executed the same for the purpose therein stated.

SWORN TO AND SUBSCRIBED before me at Miami, Dade County, Florida this 27 day of March, 1995.


SHARON K EIDEM-NOTARY PUBLIC
FOR FLORIDA

MY COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


H. STEPHEN RASHI

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SEP 11 1963
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P95000029988

PROFESSIONAL ASSOCIATION
ONE INTERNATIONAL PLACE
100 SOUTHEAST SECOND STREET, 38TH FLOOR
MIAMI, FLORIDA 33131-6400

TELEPHONE: (305) 339-6400
TELEFAX: (305) 339-1907

June 15, 1995

Secretary of State
Division of Corporations
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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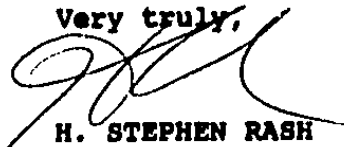
RE: H. Stephen Rash, P.A.

Gentlemen:

Please find enclosed herewith an original and one copy of the Articles of Dissolution for the above referenced corporation along with my check in the amount of \$35.00 which is the required fee.

Kindly file the Articles, stamp the copy and return same to me in the enclosed self addressed stamped envelope which is provided for your convenience.

Very truly,


H. STEPHEN RASH

HSR/ske

Voluntary Diss.

SH 6/22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 AM 11:12

**ARTICLES OF DISSOLUTION
OF
H. STEPHEN RASH, P.A.
(CHARTER #P95000029988)**

H. STEPHEN RASH, P.A., hereby files Articles of Dissolution pursuant to §607.1403 Florida Statutes:

1. The name of the Corporation is H. STEPHEN RASH, P.A.
2. The date dissolution authorized by the shareholder, director and officer is June 15, 1994.

3. Dissolution was approved by 100% of the shareholder and the number of votes cast for dissolution was sufficient for approval.

The consent of the following shareholder set forth below constitutes one hundred percent of the outstanding and issued shares of the corporation approving dissolution of this corporation.

DATED: June 7, 1995


H. STEPHEN RASH
100% Shareholder
President/Sec/Tres.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 AM 11:12