

**P9500003202**  
FRIEDMAN, RODRIGUEZ & FERRARO, P. A.

ATTORNEYS AT LAW  
2300 MIAMI CENTER  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4329

TELEPHONE (305) 377-4100  
TELEFAX (305) 377-4103  
April 14, 1995

EFFECTIVE DATE  
4/17/95

100001457821  
04/17/95--01046--003  
\*\*\*122.50 \*\*\*122.50

Division of Corporations  
Certification Section  
P.O. Box 6327  
Tallahassee, FL 32314

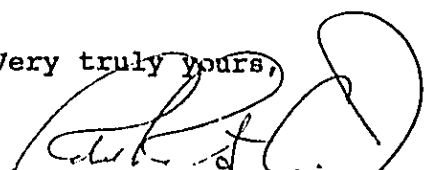
Re: Articles of Incorporation for Berenthal and Friedman,  
Rodriguez & Ferraro, P.A.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Berenthal and Friedman, Rodriguez & Ferraro, P.A. along with our firm's check in the amount of \$122.50 to cover the cost of filing and certification of the same. Subsequent to its filing and certification, kindly return the Articles back to my attention in the enclosed self-addressed stamped envelope.


If you have any questions in this regard, do not hesitate to call me.

Very truly yours,

  
Roland R. St. Louis, Jr.

RSL:brf

Enclosures

4/21/95  
  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
50 APR 17 AM 6:55

**ARTICLES OF INCORPORATION**

**OF**

**BERENTHAL AND FRIEDMAN,  
RODRIGUEZ & FERRARO, P.A.**

The undersigned, for the purposes of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Berenthal and Friedman, Rodriguez & Ferraro, P.A. Its initial principal office and business address is 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329.

**ARTICLE II - DURATION**

The effective date of this Corporation shall be April 17, 1995, and this Corporation shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The general purpose for which this Corporation is organized is to engage in the practice of law. The professional services involved in the Corporation's practice of law may be rendered only through its duly licensed officers, agents and employees.

The Corporation shall not engage in any business other than the practice of law. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329, and the initial registered agent of this Corporation at such office shall be Frank R. Rodriguez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
James L. Berenthal	575 Madison Avenue Suite 508 New York, New York 10022
Frank R. Rodriguez	2300 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131-4329

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Frank R. Rodriguez	2300 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131-4329

#### ARTICLE VIII - ELIGIBLE SHAREHOLDERS

A. The stock of this Corporation may be issued, owned and registered only in the name or names of a law firm, individual or individuals who are duly authorized and licensed to practice law. In the event that a shareholder (or any shareholder or proprietor of a law firm that is a shareholder):

- i) becomes disqualified to practice law; or
- ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge, any shares of stock in this Corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge, is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the bylaws of this Corporation; or
- iii) suffers an execution to be levied upon his/its stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value

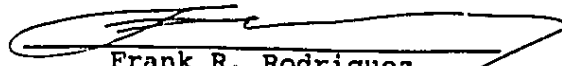
of such stock which, in the absence of a bylaw provision or written agreement between the Corporation and its shareholder(s), or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the Corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the Corporation.

B. No shareholder of this Corporation may sell or transfer any of his/its shares of stock in this Corporation except to another individual who is then duly authorized and licensed to practice law. No shareholder of this Corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his/its stock.

C. The Corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock. The provisions of this Article VIII shall not apply to an involuntary transfer occurring because of the death of a shareholder (or of a shareholder or proprietor of a law firm that is a shareholder) for a period of up to 180 days.

**ARTICLE IX - INDEMNIFICATION**

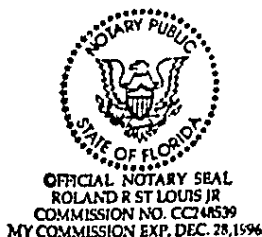
The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him/it in connection with or arising out of any action, suit or proceeding in which he/it may be involved, by reason of his/its being or having been an officer, director or shareholder of the Corporation, to the fullest extent permitted by the laws of the State of Florida.

  
Frank R. Rodriguez,  
Incorporator

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation of Berenthal and Friedman, Rodriguez & Ferraro, P.A., were acknowledged before me this 28th day of March, 1995, by Frank R. Rodriguez, as the Incorporator.

  
Notary Public, State of Florida

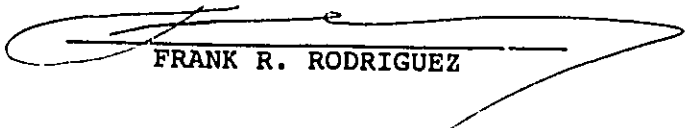


My Commission Expires: 12-28-96  
My Commission Number is: CC 248539  
(Seal)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Berenthal and Friedman, Rodriguez & Ferraro, P.A. at the place designated in the Articles of Incorporation, Frank R. Rodriguez agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 28, 1995.

  
FRANK R. RODRIGUEZ

APR 17 AM 6:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BERENTHAL & RODRIGUEZ, P.A.**

ATTORNEYS AT LAW

2300 MIAMI CENTER  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4329

TELEPHONE (305) 350-2300  
FACSIMILE (305) 377-4103  
RODRIGUEZ@WORLDNET.ATT.NET

REPLY TO  
MIAMI

DIANA F. VIDA-OLIVA

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

**Re: Corporate Dissolution**

BERENTHAL & RODRIGUEZ, P.A.  
575 N. MIAMI AVENUE  
SUITE 1000  
NEW YORK, NEW YORK 10072-2511  
TELEPHONE (212) 832-9494  
FACSIMILE (212) 644-0430  
BERENTHALAW@WORLDNET.ATT.NET

300002305743--0  
-09/29/97--01068--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

Enclosed please find Articles of Dissolution for Berenthal and Friedman, Rodriguez & Ferraro, P.A. together with the required \$35.00 filing fee. Should you have any questions regarding this matter, you may contact the undersigned at the Miami telephone number and address listed above.

Sincerely,

  
Diana Firvida-Oliva

Enclosures

Diss.  
9-30-97  
CC

RECEIVED  
SEP 30 1997  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL



## ARTICLES OF DISSOLUTION

*Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

FIRST: The name of the corporation is: Berenthal and Friedman, Rodriguez & Ferraro, P.A.

SECOND: The articles of incorporation were filed on: April 17, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

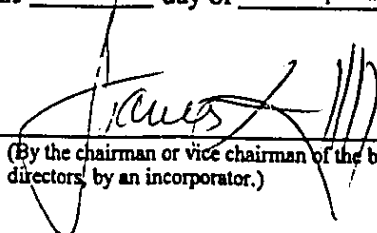
SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this \_\_\_\_\_ day of September, 19 97

Signature

  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

James L. Berenthal

(Typed or printed name)

President

(Title)