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TALLAHASSEE, FL 32301
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P95000044528

ACCOUNT NO. : 0721000000032

REFERENCE : 605223 - 153189A

AUTHORIZATION : *Patricia Park*

COST LIMIT : 9 122.50

ORDER DATE : May 25, 1995

ORDER TIME : 8:27 AM

ORDER NO. : 605223

700001507157

CUSTOMER NO: 153189A

CUSTOMER: Mitchel Roth, Esq
ROTH & ROTH, P.A.

P. O. Box 69-3029

Miami, FL 33269

DOMESTIC FILING

NAME: *Roth*, ROTH & ASSOCIATES, P.A.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

W95-11619

615

FILED
95 JUN -9 AM 10:20
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ROTH, ROTH & ASSOCIATES, P.A.
Ref. Number: W95000011619

We have received your document for ROTH, ROTH & ASSOCIATES, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 995A00028178

ARTICLES OF INCORPORATION
OF
ROTH, ROTH & ASSOCIATES, P.A.

FILED
95 JUN -9 AM 10:20
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ROTH, ROTH & ASSOCIATES, P.A.

The address of the principal office of this corporation shall be 16459 Northeast 6th Avenue, North Miami Beach, Florida 33162, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 16459 Northeast 6th Avenue, North Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is Mitchel Roth.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 7, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
its Agent, Gail Shelby

CLD/dgs

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

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

First: That ROTH, ROTH & ASSOCIATES, P.A.
desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the
articles of incorporation, has named Mitchel W. Roth,
located at 16459 Northeast 6th Avenue, North
Miami Beach, Florida 33162 as agent to accept service
of process within this state.

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

By: *Mitchel W. Roth*

MITCHEL W. ROTH

Registered Agent

FILED
95 JUN -9 PM 10:20
CLERK OF COURT
JUL 10 1995