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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
BLUE CAT SERVICEM, INC. FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MICHAEL DUBINER, P.A.
FAX AUDIT NUMBER: H95000000409
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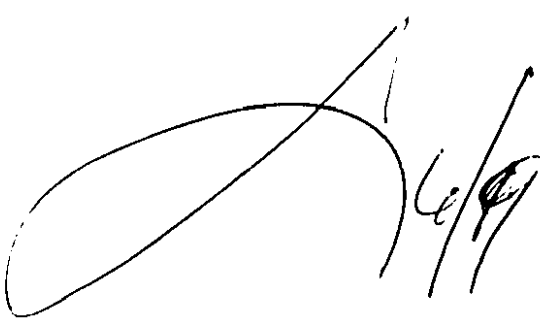
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EFFECTIVE DATE

6-10-95



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65 JUN -9 PM 5:15
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

MICHAEL DUBINER, P.A.

ARTICLE I. NAME AND ADDRESS

The name of this professional service corporation is MICHAEL DUBINER, P.A., and its principal place of business and mailing address shall initially be at 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

ARTICLE II. COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on June 10, 1995, and shall exist perpetually thereafter.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to engage in the practice of law in the State of Florida; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to

FL Bar #265381

Michael Dubiner
555 North Congress Ave
Boynton Beach, FL 33426
407-734-0111

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execute such mortgages, deeds, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the state of Florida or any other state or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426, and the name of the Registered Agent of this corporation at that address is: Michael Dubiner.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of one (1) director. The number of directors may be increased or

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diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows: Michael Dubiner, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

ARTICLE VII - QUALIFICATIONS OF, AND MANAGEMENT BY, SHAREHOLDERS

All Shareholders in this corporation must be licensed to practice law in the State of Florida. The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII - RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further

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restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By-Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles is: Michael Dubiner, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on June 8, 1995.

MICHAEL DUBINER, P.A.

By: _____

Michael Dubiner

STATE OF FLORIDA
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on June 8, 1995, by MICHAEL DUBINER, on behalf of MICHAEL DUBINER, P.A., a Florida professional service corporation.

Linda B. Bugger

NOTARY PUBLIC, State of Florida
My Commission Expires:
Personally Known OR Produced Identification
Type of Identification Produced: _____



LINDA B. BUGGER
COMMISSION # CC 488148
EXPIRES MAY 2, 1999
COUNTY OF PALM BEACH
ATLANTIC BOWLING CO., INC.

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

In compliance with Section 48.091 Florida Statutes, the following is submitted:

FIRST---That MICHAEL DUBINER, P.A., desiring to organize and qualify under the Laws of the State of Florida, with its principal place of business initially in the City of Boynton Beach, Florida, has named MICHAEL DUBINER, at 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426, as its Agent to accept service of process within Florida.

MICHAEL DUBINER, P.A.

By: 

Michael Dubiner

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael Dubiner

Dated: 6/8/95

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

5 JUN -9 PM 5:15

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AMENDMENT TO CERTIFICATE OF INCORPORATION OF
MICHAEL DUBINER, P.A.
PURSUANT TO FLORIDA STATUTE 607.1003

FILED
97 SEP 23 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the Statement of Intent to Change Name of Corporation by Amending Certificate of Incorporation set forth below, pursuant to Florida Statute 607.1003, the Certificate of Incorporation of MICHAEL DUBINER, P.A., a Florida corporation, is hereby amended as follows:

I hereby amend the Certificate of Incorporation of MICHAEL DUBINER, P.A., by striking and deleting ARTICLE I in its entirety, and I hereby substitute the following provision so as to make ARTICLE I of the Certificate of Incorporation read as follows:

"

ARTICLE I

Name: The name of this corporation is:
DUBINER & WILENSKY, P.A. "

STATEMENT OF INTENT TO CHANGE CORPORATE NAME
BY AMENDING CERTIFICATE OF INCORPORATION

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL DUBINER, who, upon being first duly cautioned and sworn, deposes and says:

1. I, MICHAEL DUBINER, am and constitute all and the only Shareholder of stock in MICHAEL DUBINER, P.A., a Florida corporation.
2. I, MICHAEL DUBINER, am and constitute all and the only Director of MICHAEL DUBINER, P.A., a Florida corporation.
3. I, MICHAEL DUBINER, am the President of MICHAEL DUBINER, P.A., a

Florida corporation, and as such, I am and constitute all and the only Officer of said corporation.

4. The aforementioned undersigned person, being and constituting the sole Stockholder, the sole Director, and the sole Officer of MICHAEL DUBINER, P.A., a Florida corporation, by this Instrument state and declare my intent, desire, resolution, approval and agreement that the Certificate of Incorporation of MICHAEL DUBINER, P.A., a Florida corporation, be amended to change the name of the corporation to DUBINER & WILENSKY, P.A., all as hereinabove set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of September, 1997.

MICHAEL DUBINER, P.A.

BY: _____

MICHAEL DUBINER
Sole Stockholder, Sole Director, and
President (Sole Officer)

The foregoing instrument was acknowledged before me this 18th day of September, 1997, by MICHAEL DUBINER, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Linda B. Buggee
Notary (print and sign name)

My Commission Expires: _____



LINDA B. BUGGEE
COMMISSIONER OF DEEDS
EXPIRES 09/15/99
ATLANTIC FLORIDA COUNTY