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Ellen M. Kaplan  
Attorney at Law  
Registered Nurse

9900 West Sample Road  
Third Floor  
Coral Springs, FL 33065

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June 13, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P O Box 6327  
Tallahassee, FL 32314

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-06/16/95--01057--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ELLEN M KAPLAN, P.A.


Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of \$122.50, which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory and if you have any questions pertaining thereto, please do not hesitate to contact me.

JUN 20 1995 BSB

Very truly yours,

  
Ellen M Kaplan  
EMK/bgs  
Enc.

FILED  
95 JUN 16 AM 11:32  
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION

OF

ELLEN M. KAPLAN, P.A.

FILED  
95 JUN 16 AM 11:32

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is ELLEN M. KAPLAN, P.A.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: practice of law

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V  
TERM OF EXISTENCE**

This corporation is to exist perpetually, unless sooner dissolved according to law.

**ARTICLE VI  
ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 9900 West Sample Road, Suite 330, Coral Springs, FL 33065.

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

**ARTICLE VII  
DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

**ARTICLE VIII  
INITIAL DIRECTORS AND RESIDENT AGENT**

The names and post office address of the members of the first Board of Directors are:

NAME	ADDRESS
ELLEN M. KAPLAN	9900 West Sample Road Suite 330 Coral Springs, FL 33065

The name and street address of the initial Registered Agent is:

NAME	ADDRESS
ELLEN M. KAPLAN	9900 West Sample Road Suite 330 Coral Springs, FL 33065

#### ARTICLE IX SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

NAME	ADDRESS
ELLEN M. KAPLAN	9900 West Sample Road Suite 330 Coral Springs, FL 33065

#### ARTICLE X VOTING TRUSTS

No Shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

#### ARTICLE XI CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Directors with respect to his or her shares of stock multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

**ARTICLE XII  
CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Directors of this corporation is interested in, or is a Director or officer of, such other corporation, and may be interested in, any contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself, herself or any firm, association or corporation in which he or she may be in any way interested.

**ARTICLE XIII  
REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

**ARTICLE XIV  
RESTRAINT ON ALIENATION OF SHARES**

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a Shareholder of this corporation. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE XV  
ADDITIONAL CORPORATE POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the

purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the directors incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive rights to purchase or subscribe to any new issues of any type of stock of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of his or her shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

#### **ARTICLE XVI AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention

that a certain Amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, ELLEN M. KAPLAN, the subscriber, has executed these Articles of Incorporation this 23 day of May, 1995.

  
ELLEN M. KAPLAN

STATE OF FLORIDA )

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COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of May, 1995 by ELLEN M. KAPLAN, who is personally known to me ~~or who has produced~~ as identification.

  
NOTARY PUBLIC

Typed printed or stamped name of NOTARY  
Commission # \_\_\_\_\_ ROXANNE NAPOLITANO



COMMISSION # 00170025  
EXPIRES NOV. 15, 1998  
ALAN INSURANCE SERVICES  
1-800-488-0040

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

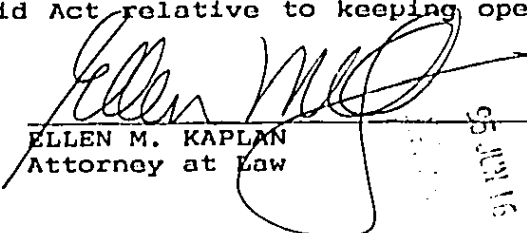
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That ELLEN M. KAPLAN, P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, and State of Florida, has named ELLEN M. KAPLAN, Attorney at law, located at 9900 West Sample Road, Suite 330, Coral Springs, FL 33065, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the 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.

  
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ELLEN M. KAPLAN  
Attorney at Law

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