

P95000054956

7/14/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

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FAX: (904) 923-4000

CONTACT: ANNE MARIE LA FERLA

PHONE: (305) 764-6660

FAX: (305) 764-4996

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: R.B./G.D.Y. ACQUISITION, P.A.

FAX AUDIT NUMBER: H95000007841

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/14/1995

TIME REQUESTED: 16:28:17

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Spec Per

W-44275

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495A-34140

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RA ADDR : 2100 RUTH & BARON COLEMAN BLVD

July 17, 1995

RUDEN BARNETT MCCLOSKEY ET AL

FT. LAUDERDALE, FL 33302

SUBJECT: R.B./G.D.Y. ACQUISITION, P.A.
REF: W95000014275

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000007841
Letter Number: 895A00034048

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

#95000007841

**ARTICLES OF INCORPORATION
OF
R.B./G.D.Y. ACQUISITION, P.A.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Professional Service Corporation and Limited Liability Company Act for the purpose of engaging in the practice of law.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

R.B./G.D.Y. Acquisition, P.A.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 200 East Broward Boulevard, 15th Floor, Ft. Lauderdale, Florida 33301.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, P.O. Box 1900, Ft. Lauderdale, Florida 33301 and the initial registered agent of this Corporation at that address shall be Michael H. Krul, Esq.

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TALLAHASSEE, FLORIDA

Prepared by:

Michael H. Krul, Esq., FL Bar #0196924
Ruden Barmen, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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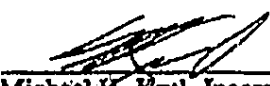
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**ARTICLE V
INCORPORATOR**

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

Michael H. Krul, Esq.
200 East Broward Boulevard
P.O. Box 1900
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 14th day of
July, 1995.


Michael H. Krul, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Michael H. Krul, Registered Agent

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TALLAHASSEE, FLORIDA

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Prepared by:

Michael H. Krul, Esq., FL Bar #0198854
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

GAYNOR, DECKER, JOHNSON, MALCHON, DICKSON, SCHUMAKER &
BERNSTEIN, P.A., a Florida corporation, J12997

INTO

R.B. /G.D.Y. ACQUISITION, P.A., a Florida corporation, P95000054956

File date: August 1, 1995

Corporate Specialist: Linda Stitt

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JUL-31-95 MON 16:37 RUDEN BARNETT

7/31/95

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-

FAX: (904) 922-4000

CONTACT: ANNE MARIE LA PERLA
PHONE: (305) 764-6660
FAX: (305) 764-4996

((H95000008429)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: R.B. /G.D.Y. ACQUISITION, P.A.

FAX AUDIT NUMBER: H95000008429

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Paragon
Linda*

#95000008429

ARTICLES OF MERGER

OF

GAYNOR, DECKER, YOUNG, MALCHON, DICKSON,
SCHUMAKER & BERNSTEIN, P.A., A FLORIDA
PROFESSIONAL SERVICE CORPORATION

INTO

R.B./G.D.Y. ACQUISITION, P.A., A FLORIDA
PROFESSIONAL SERVICE CORPORATION

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act,
the undersigned corporations adopt the following articles of merger.

ARTICLE ONE

The names of the corporations participating in the merger are Gaynor, Decker, Young, Malchon, Dickson, Schumaker & Bernstein, P.A. and R.B./G.D.Y. Acquisition, P.A.

ARTICLE TWO

The name of the surviving corporation shall be R.B./G.D.Y. Acquisition, P.A.

ARTICLE THREE

The Plan of the Merger of Gaynor, Decker, Young, Malchon, Dickson, Schumaker & Bernstein, P.A. into R.B./G.D.Y. Acquisition, P.A. is as follows:

a. The name of the corporation which will be the surviving corporation in this merger is R.B./G.D.Y. Acquisition, P.A., a Florida professional service corporation ("Surviving Corporation"). The name of the corporation merging into the Surviving Corporation is Gaynor, Decker, Young, Malchon, Dickson, Schumaker & Bernstein, P.A., a Florida professional service corporation ("Merging Corporation").

b. The shares of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation and exchanged for and converted into fifty (50) shares of common stock of Ruden, Barnett, McClosky, Smith, Schuster &

Prepared by:

Scott H. Margol, Esq., FL Bar #0522848
Ruden Barnett, Et al., P. O. Box 1500
Fort Lauderdale, Florida 33301
(305) 764-6660

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Russell, P.A., the sole Shareholder of R.B./G.D.Y., for each shareholder of the Merging Corporation.

ARTICLE FOUR

As to Gaynor, Decker, Young, Malchon, Dickson, Schumaker & Bernstein, P.A., the plan was duly approved by its shareholders on July 18, 1995.

As to R.B./G.D.Y. Acquisition, P.A., the plan was duly approved by its shareholder on July 15, 1995.

ARTICLE FIVE

The merger shall take effect at 12:01 a.m. on August 1, 1995.

GAYNOR, DECKER, YOUNG,
MALCHON, DICKSON, SCHUMAKER &
BERNSTEIN, P.A., a Florida professional
service corporation

Date: July 21, 1995

By: V. James DicksonName: V. James DicksonIts: President

R.B./G.D.Y. ACQUISITION, P.A.,
Florida professional service corporation

Date: July 21, 1995

By: Carl SchusterName: CARL SCHUSTERIts: PRESIDENT

Prepared by:

Scott H. Margol, Esq., FL Bar #0522848
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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