

P95000056304

*Lisa V. Lesperance*

ATTORNEY AT LAW  
1710 NORTHWEST 97TH AVENUE  
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July 14, 1995

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

600001540986  
-07/19/95--01022--007  
\*\*\*\*122.50 \*\*\*\*122.50

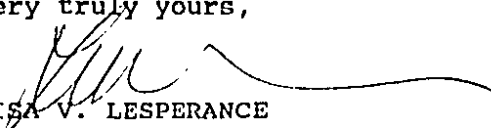
RE: Articles of Incorporation  
MELANIE R. NEZER, P.A.

Secretary of State:

Enclosed, please find the original and (1) one copy of my client's Articles of Incorporation for MELANIE R. NEZER, P.A., together with her check in the amount of \$122.50, representing the filing fee.

Kindly send the undersigned a stamped-in, certified copy of the Articles. A self-addressed envelope is attached for your convenience. Should you need anything further, please contact me. Thank you.

Very truly yours,

  
LISA V. LESPERANCE

LVL/dm

Encls.

Dmc  
7/20/95

FILED  
55 JUL 19 PM 1:19  
TALLAHASSEE, FLORIDA

FILED

95 JUL 19 PM 1:19

ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION

TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation, Melanie R. Nezer, P.A.

The name of this corporation shall be Melanie R. Nezer, P.A.

The principle office of this corporation shall be:

6780 S.W. 69th Avenue, Miami, Florida 33143

The mailing address of this corporation shall be:

6780 S.W. 69th Avenue, Miami, Florida 33143

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by an attorney.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally

authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III.

#### Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at one dollar \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is  
6780 S.W. 69th Avenue, Miami, Florida 33143  
and the name of its initial registered agent at said address is  
Melanie R. Nezer

VI

Incorporator

The name and address of the Incorporator is as follows:

Melanie R. Nezer, ESQ.  
6780 S.W. 69th Avenue  
Miami, Florida 33143

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Melanie R. Nezer  
6780 S.W. 69th Avenue  
Miami, Florida 33143

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be

signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such as shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

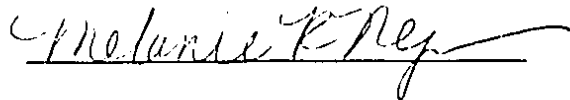
XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 14th day of July, 1995.

Melanie R. Nezer  
Incorporator

A handwritten signature in cursive script, reading "Melanie R. Nezer", written over a horizontal line.

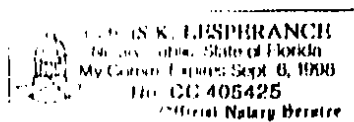
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MELANIE R. NEZER who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Miami in the said County and State, this 14th day of July, 1995.

  
Notary Public, State of Florida

My Commission Expires:



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

95.00.19 PM 1:19

RECEIVED  
TALLAHASSEE, FLORIDA

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

First--That Melanio R. Nezer, 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 City of Miami, County  
of Dade, State of Florida, has named Melanio R. Nezer located at  
6780 S.W. 69th Avenue, Miami, Florida 33143, City of Miami, County  
of Dade, State of Florida, as its agent to accept service of  
process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

By

Melanie R. Nezer  
Melanie R. Nezer  
Resident Agent



P95000056304

MELANIE R. NEZER

FLORIDA, MASSACHUSETTS, AND  
DISTRICT OF COLUMBIA BAR MEMBER

November 2, 1995

Ms. Annette Hogan, Corporate Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6377  
Tallahassee, FL 32314

RE: NEW ADDRESS, P95000056304

Dear Ms. Hogan,

This letter is to request that you change my principle and  
mailing address on the computer. My new address is as  
follows:

1481 N.W. No. River Drive  
Miami, FL 33125

Thank you for your assistance.

Sincerely,  
MELANIE R. NEZER, P.A.

*Melanie R. Nezer*  
By: Melanie R. Nezer, Esq.

Enc.