

GEORGE I. SANCHEZ, P.A.  
Attorney At Law

P45000058449

Jul 11 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

80000158803  
-07/17/95--01032--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Enclosed Articles of Incorporation for  
Amar, Medwick & Zamba, Chartered

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above captioned corporation and check in the amount of \$122.50 for filing and providing a certified copy to the undersigned.

Please forward the certified copy of the registered articles to the address on the bottom of this letterhead.

Thank you very much for your cooperation in this matter.

Very Truly Yours,

*George I. Sanchez*  
George I. Sanchez

1045-111111  
670  
6630  
6671  
GIS/gs  
Enclosures

7/18/95  
TB

Law Office: 3446 East Lake Rd., Suite 214, Palm Harbor, FL 34685  
Telephone: (813) 789-2222 Fax: (813) 787-2001 a.m & z corp.ltr



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1995

GEORGE I. SANCHEZ P.A.  
3446 EAST LAKE ROAD STE 214  
PALM HARBOR, FL 34685

SUBJECT: AMAR, MEDWICK & ZAMBA CHARTERED  
Ref. Number: W95000014414

We have received your document for AMAR, MEDWICK & ZAMBA CHARTERED and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 595A00034283

**ARTICLES OF INCORPORATION  
OF  
AMAR, MEDWICK & ZAMBA, CHARTERED**

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida pertaining to the Florida Business Corporation Act, under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be **Amar, Medwick & Zamba, Chartered** and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 2930 Landmark Way, Palm Harbor, Florida 34684 or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

This corporation's primary business shall be consulting in management, financial and other matters and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

### ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 300 shares of common shares, with a par value of one dollar per share, which shares may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said shares shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

### ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

### ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the shareholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

David V. Amar,                      President/Director  
7-1 Bridal Path  
Ossining, NY 10562

David H. Medwick                  Secretary/Director  
P.O. Box 4725  
Bayside, NY, 11360

Eugene F. Zamba, Jr.      Treasurer/Director  
2930 Landmark Way  
Palm Harbor, FL 34684

#### ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common shares which each agrees to take is as follows:

Name and Address	Number of Shares	Value
David V. Amar, 7-1 Bridal Path Ossining, NY 10562	100	\$100
David H. Medwick P.O. Box 4725 Bayside, NY, 11360	100	\$100
Eugene F. Zamba, Jr. 2930 Landmark Way Palm Harbor, FL 34684	100	\$100

#### ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

#### ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

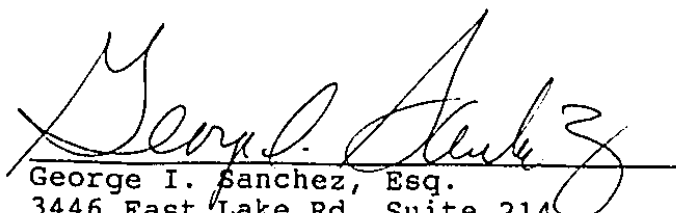
CERTIFICATE OF DESIGNATION

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

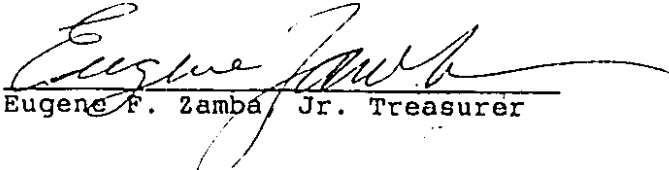
That Amar, Medwick & Zamba, Chartered, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation in the City of Palm Harbor, County of Pinellas, State of Florida, have named George I. Sanchez, Esq., Attorney At Law, 3446 East Lake Rd. Suite 214, City of Palm Harbor, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

ACCEPTANCE

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

  
George I. Sanchez, Esq.  
3446 East Lake Rd. Suite 214  
Palm Harbor, FL 34685  
(813) 789-2222

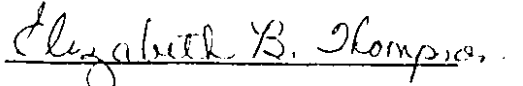
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital shares herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 11th day of July, 1995.

  
Eugene F. Zamba, Jr. Treasurer

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 11th day of July, 1995, by Barbara Eugene F. Zamba, Jr., who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

**NOTARY PUBLIC:**

Sign: 



ELIZABETH B. THOMPSON  
MY COMMISSION # CC 229417 EXPIRES  
October 24, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

Print: \_\_\_\_\_  
State of Florida at Large  
(Seal)  
My Commission Expires: