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MAX J. KOLSHAK, INC.  
ACCOUNTANT  
2126 SOUTH CONGRESS AVENUE  
SUITE 1-C  
WEST PALM BEACH, FLORIDA 33406  
(407) 433-2227

July 24, 1995

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-07/28/95--01059--018  
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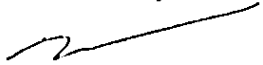
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: R. A. Schwartz & Associates, Inc.  
Federal I.D. Number Applied for

Gentlemen:

Enclosed are the Articles of Incorporation of R. A. Schwartz & Associates, Inc., along with a check for \$122.50, in payment of the required filing fee.

Sincerely,

  
Max J. Kolshak

MJK/tmb  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WJW 8/1/95

ARTICLES OF INCORPORATION

OF

R. A. SCHWARTZ & ASSOCIATES, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

R. A. SCHWARTZ & ASSOCIATES, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Directly or through ownership of stock in any corporation, to develop, to purchase, lease, exchange or otherwise acquire personal property and real estate, either improved or unimproved, and any interest therein; to own, hold, control, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, and warehouses, and all structures and erections of any description of any lands or hereditaments owned, held or leased by the said corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in, and dispose of stock, personal and real property of every kind, and any interest therein.

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To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, of any domestic or foreign state, government or governmental authority, or of any political, or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's rights or property.

The foregoing clauses shall be construed as objects, purposes, and powers; and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of the corporation.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or benefit of this corporation.

#### ARTICLE III

The total authorized stock of this corporation shall be One Hundred (100) shares, which shares shall be common voting stock, and which shall be par stock issued with One Dollar (\$1.00) par value. All of the stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased, or paid for, with said stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of the same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall comply with the terms of that certain Agreement Between Stockholders, entered into between the shareholders and the corporation.

ARTICLE IV

The amount of capital with which this corporation shall commence is One Hundred (\$100.00) Dollars.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to Law.

ARTICLE VI

The principal place of business of said corporation shall be 295 Pine Shadow Way, West Palm Beach, Florida 33414, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

The names and addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the Bylaws, and the laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Robert A. Schwartz	295 Pine Shadow Way West Palm Beach, FL 33414

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which he agrees to take are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>NO. SHARES</u>
Robert A. Schwartz	295 Pine Shadow Way West Palm Beach, FL 33414	100

The officers of this corporation, who subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of Florida, shall hold office for the first year of this Corporation's existence or until their successors are elected and have qualified, and the offices held are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert A. Schwartz	295 Pine Shadow Way West Palm Beach, FL 33414	President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, and acknowledged these Articles of Incorporation at Palm Beach County, West Palm Beach, Florida, for the uses and purposes aforesaid this 26th day of July, 1995.

Tarja M. Birkman (SEAL)



DESIGNATION OF DESIGNATED RESIDENT AGENT

In pursuance of Florida Statutes, R. A. SCHWARTZ & ASSOCIATES, INC., a corporation for profit duly organized and existing under the laws of the State of Florida, has its principal place of business at 295 Pine Shadow Way, West Palm Beach, Florida 33414, County of Palm Beach, State of Florida, has named ROBERT A SCHWARTZ located at 295 Pine Shadow Way, West Palm Beach, Florida 33414, County of Palm Beach, State of Florida, as its Designated Resident Agent for the service of process.

Dated this 26<sup>th</sup> day of July, 1995.

R. A. SCHWARTZ & ASSOCIATES, INC.

BY: Robert A. Schwartz  
OFFICER

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FILED  
CLERK OF DISTRICT COURT  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of Florida Statutes.

Dated this 26<sup>th</sup> day of July, 1995.

Robert A. Schwartz  
RESIDENT AGENT  
ROBERT A. SCHWARTZ

STATE OF FLORIDA

COUNTY OF PALM BEACH

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On this day personally appeared before me, ROBERT A. SCHWARTZ as President, subscriber to the foregoing Articles of Incorporation, and has stated that he executed these Articles of Incorporation for the purposes therein expressed and as such officer of said corporation.

WITNESS my hand and official seal at West Palm Beach, Florida on this 24th day of July, 1995.

*Tarja M. Birkman*

NOTARY PUBLIC  
STATE OF FLORIDA

MY COMMISSION EXPIRES: 2-17-97

