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NAME: CHERRYL KAPLAN, P.A.  
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SEP 15 1995  
P. 12/17

**ARTICLES OF INCORPORATION  
OF  
CHERYL KAPLAN, P.A.**

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 General Corporation Act, and Section 621, Florida Professional Service Corporation Act, the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**NAME OF CORPORATION**

The name of this corporation shall be: **CHERYL KAPLAN, P.A.** The principal place of business is: 3300 Northeast 192nd Street, Apt. 1408, Aventura, Florida 33180.

**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, as are engaged in by attorneys and counsellors at law.
- 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.

Prepared by: Pamela Beckham, Esq.  
Florida Bar No. 359998

BECKHAM & BECKHAM, P.A., 17071 WEST DIXIE HIGHWAY - SUITE B - NORTH MIAMI BEACH, FL 33160 • TEL DADE (305) 845-1851 • BROWARD (305) 920-9  
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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 persons 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.

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**V**

**REGISTERED AGENT**

The address of this corporation's initial registered office is 3300 Northeast 192nd Street, Apt. 1408, Aventura, Florida 33180, and the name of its initial registered agent at said address is Cheryl Kaplan.

**VI**

**INCORPORATOR**

The name and address of the Incorporator is as follows: Cheryl Kaplan, 3300 Northeast 192nd Street, Apt. 1408, Aventura, Florida 33180.

**VII**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) 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 Director of this corporation is:

**CHERYL KAPLAN**

3300 Northeast 192nd Street  
Apt. 1408  
Aventura, Florida 33180

**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

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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/her continued rendering of such professional services, he/she 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 shareholder's shares and pay him all amounts owing and lawfully due to him/her 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.

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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, I have signed and acknowledge these Articles of Incorporation, and accept appointment as Registered Agent for the above-stated corporation to accept service of process at the place designated in this Certificate, and to comply with the provisions of F.S. 607, this 21<sup>st</sup> day of July, 1995.

  
CHERYL KAPLAN  
Incorporator/Registered Agent

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF DADE     )

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JUL 16 AM 11:19  
DADE COUNTY  
FLORIDA

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

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