

# P960000002695

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 96 JAN - 9 PM 3:45  
 TALLAHASSEE, FL  
 DEPT. OF REVENUE

FAL JAN - 9 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/9/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: A Law Office of Louis J. Goldstein, & Associates, P.A.

	C.O. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

### SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RECEIVED  
 96 JAN - 9 AM 11:01  
 DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**A LAW OFFICE OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and attorneys duly licensed to render professional legal services in the State of Florida, desire to form a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607 and Chapter 621, of the Florida Statutes.

**ARTICLE I - CORPORATE NAME**

The name of this corporation shall be **A LAW OFFICE OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation: To engage in every phrase and aspect of the business of rendering to the public the same professional services that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of these Articles, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

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STATE OF FLORIDA  
CORPORATIONS  
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### **ARTICLE III - CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock, having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice accounting in the State of Florida. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

### **ARTICLE IV - TERMS OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE V - ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of this corporation in the State of Florida shall be 735 Colorado Avenue, Suite 3, Stuart, Florida 34994. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

### **ARTICLE VI - NUMBER OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws, but shall never be less than one (1).

### **ARTICLE VII - FIRST BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors who shall hold office until their successors are elected or appointed are:

Lauri J. Goldstein	2926 S.A. Brighton Way Palm City, Florida 34990
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### **ARTICLE VIII - SUBSCRIBERS**

Lauri J. Goldstein	2926 S.A. Brighton Way Palm City, Florida 34990
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### **ARTICLE IX - REMOVAL OF DIRECTORS**

Any director of this corporation may be removed at any annual or special meeting of the stockholders, with or without cause, by the same vote as that required to elect a director.

### **ARTICLE X - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a

majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes, objects and powers hereinabove stated, the corporation shall have all of the following additional powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power to, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-laws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

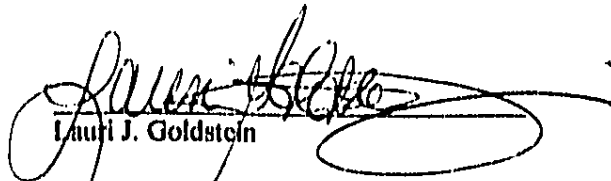
The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan or any other retirement, death benefit or incentive compensation plan.

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CLERK OF  
CIVIL COURT  
CORPORATIONS

ARTICLE XII - REGISTERED AGENT

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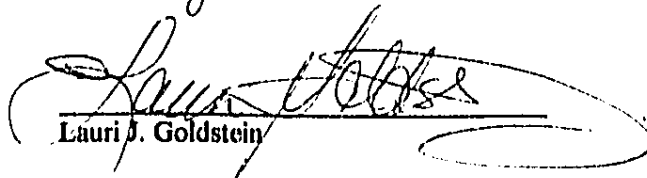
The street address of the initial registered office of the corporation 735 Colorado Avenue, Suite 3, Stuart, Florida 34994, and the name of its initial registered agent is Lauri J. Goldstein. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Lauri J. Goldstein

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

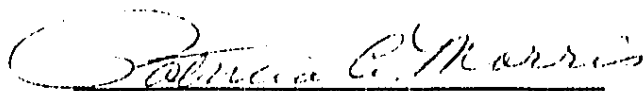
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8 day of January 1996.

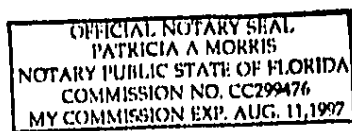
  
Lauri J. Goldstein

STATE OF FLORIDA       )  
                                  )ss.  
COUNTY OF MARTIN     )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LAURI J. GOLDSTEIN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforementioned, this 8th day of January, 1996.





P96000002695

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222-0171  
904 222-0171 FAX

800-342-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 030737 030300

AUTHORIZATION :

C.O.T. LIMIT : \$ 35.00

Patricia Pyatt

ORDER DATE : February 2, 1996

ORDER TIME : 10:04 AM

FILE NO. : 400001705124

ORDER NO. : 030737

CUSTOMER NO: 030300

CUSTOMER: Michael B. Shapiro, Esq  
Shapiro & Dector, P.A.  
Suite 200  
7777 Glades Road  
Boca Raton, FL 33434

FILED  
96 FEB -2 PM 1:27  
RECEIVED  
96  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
File

DOMESTIC FILINGS

NAME: A LAW FIRM OF LAURI J.  
GOLDSTEIN & ASSOCIATES, P.A.

XX \_\_\_ ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_ CERTIFIED COPY  
X PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: \_\_\_\_\_

VDS  
CRG  
2-2

ARTICLES OF DISSOLUTION

OF

OFFICE  
A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A.

1. The name of the corporation is A LAW FIRM OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A. (the "Corporation").

2. The Corporation's Articles of Incorporation were filed on January 9, 1996.

3. The Corporation has not issued any shares of its capital stock and has not commenced business.

4. The Corporation has no debts that remain unpaid.

5. The dissolution has been authorized by the Corporation's sole incorporator.

Date: 1/30/96

*Lauri J. Goldstein*  
LAURI J. GOLDSTEIN, Incorporator  
606-530-64-584-0 F.C.  
DRIVER'S LIC  
LOCA

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared LAURI J. GOLDSTEIN, known to me and personally known by me to be the person who executed the foregoing Articles of Dissolution, and she swore before me that she executed these Articles of Dissolution voluntarily for the purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County last aforesaid, this 31 day of January, 1996.

My commission expires:

2-6-1999



*Patricia Ann Villar*  
Notary Public/State of Florida  
At Large

96 FEB 22 PM 1:27  
FILED  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA



**AFFIDAVIT**

STATE OF FLORIDA           )  
                                  )  
COUNTY OF PALM BEACH    )

I, LAURI J. GOLDSTEIN ("Affiant"), having been duly sworn under oath, hereby deposes and states:

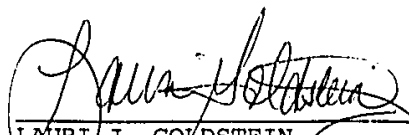
1. THAT Affiant is the sole incorporator of A <sup>OFFICE</sup> ~~LAW-FIRM~~ OF LAURI J. GOLDSTEIN & ASSOCIATES, P.A. (hereinafter the "Corporation").

2. THAT the Articles of Incorporation of the Corporation were filed on January 9, 1996.

3. THAT the Articles of Dissolution of the Corporation are being filed of even date hereof.

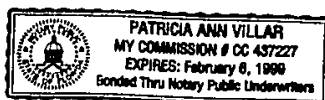
4. THAT in accordance with s. 607.1405, Affiant is hereby providing this Affidavit to the Department of State for the purpose of permitting the immediate assumption or use of the name of the Corporation by another corporation.


FURTHER AFFIANT SAYETH NAUGHT.

  
LAURI J. GOLDSTEIN  
600-500-64-504-0  
Dated: 1-15-96

SWORN TO AND SUBSCRIBED BEFORE ME this 31 day of JANUARY, 1996 by LAURI J. GOLDSTEIN who is personally known to me or who provided FL. # 600-500-64-504-0 as identification.  
Dated: 1-15-96

My commission expires:  
2-1-1998



  
Notary Public, State of Florida