

RICHARD E. SALEEBY
RONALD HANDELL (RM)
TOMMY DUCKENMAIER, JR.

of counsel
BERNARD E. KAYWELL (RM)

LAW OFFICE
SALEEBY RANSIER, P.A.
350 S. COUNTY ROAD
PALM BEACH, FLORIDA 33480-4494

TELEPHONE (407) 655-5766

FORT LAUDERDALE OFFICE
(305) 486-0409

PLEASE REPLY TO:

January 22, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Frank Noska, P.A.

Dear Sir:

900001696889
-01/24/96--01063--013
*****122.50 *****122.50

Enclosed please find a check in the amount of \$122.50 and copies of the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (407) 655-5766.

I thank you for your courtesy and cooperation in this matter.

Most sincerely,

Richard E. Saleeby

Richard E. Saleeby

RES/nel
Enclosures

EFFECTIVE DATE

1-22-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 24 PM 4:26

FILED

JAN 26 1996

BSB

ARTICLE XIII - INDEX:

- (*1) Frank Noska, P.A.
- (*2) 320 Fern Street, West Palm Beach, FL 33401
- (*3) 320 Fern Street, West Palm Beach, FL 33401
- (*4) Professional Services Corporation Act
- (*5) Rendering to the Public the same Professional Services as a duly licensed Attorney is authorized to render.
- (*6) upon the execution of these Articles of Incorporation, otherwise upon filing.
- (*7) Frank Noska
- (*8) 320 Fern Street, West Palm Beach, FL 33401
- (*9) 1
- (*10) 750
- (*11) \$10.00 Par Value
- (*12) Common
- (*13) Frank Noska
320 Fern Street
West Palm Beach, FL 33401
- (*14) Frank Noska
320 Fern Street
West Palm Beach, FL 33401
- (*15) ---
- (*16) ---
- (*17) ---

FILED

96 JAN 24 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:Name. ¶1

:Principal Office Address. ¶1

:Mailing Address. ¶1

:Applicable Statute of Incorporation. EFFECTIVE DATE 1-22-96 ¶11

:Specific Business or Licensed-Certified Professional. ¶11

:Commencement of Corporate Existence. ¶11

:Name of Registered Agent ¶1V

:Address of Registered Office. ¶1V

:Number of Initial Directors. ¶V

:Number of Authorized Shares. ¶VI

:Par Value or no Par Value. ¶VI

:Class of Shares. ¶VI

:Name(s) and address(es) of each Incorporator. ¶VII

:Name(s) and address(es) of each Member of the Initial Board of Directors. ¶VII

:Preemptive Rights. ¶X

:Cumulative Voting. ¶X

:Special Provisions. ¶XII

(*7) Frank T. Noska
Acceptance by Registered Agent ¶XI

Frank T. Noska
Incorporator
Incorporator
Incorporator
Incorporator

Date: January 22, 1996
Articles Executed

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: The undersigned incorporator(s) hereby execute(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the principal office address (*2) and having its mailing address (*3) as stated in Article XIII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is formed, pursuant to the specific Law (*4) and for the purpose(s) or object(s) (*5) as stated in Article XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*6) as stated in Article XIII, provided that all of the requirements of the law are met. However, Corporate existence shall not begin sooner than 5 days prior to filing with the Secretary of State.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*7) and the street address of the Registered Office (*8) are stated in Article XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*9) if any, is stated in Article XIII. The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*10), whether such shares shall be Par Value, no Par Value, or Stated Value (*11), and class of shares (*12), are stated in Article XIII.

ARTICLE VII - INCORPORATORS AND DIRECTORS: The name and address of each Incorporator (*13) and the name and address of each Member of the initial Board of Directors (*14) are stated in Article XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE X - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*15) in Article XIII. Cumulative voting shall not be permitted, unless otherwise stated (*16) in Article XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*7) which is stated in Article XIII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*17) in Article XIII.

P96000008548

RICHARD E. SALEEBY
DONALD HANBIE (PH)
T. OMAR BUCKENMAIER, JR.

of counsel

BERNARD E. KAYWELL

SALEEBY CONSULTING P.A.
388 B. COUNTY ROAD
PALM BEACH, FLORIDA 33480-4124

TELEPHONE (407) 655 8766

FORT LAUDERDALE OFFICE
(304) 488-6408

March 18, 1996

PLEASE REPLY TO:

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Frank Noska, P.A.

300001751213
-03/20/96--01083--004
*****87.50 *****87.50

Dear Sir:

Enclosed please find a check in the amount of \$ 87.50 and copies of Amendment of the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (407) 655-5766.

Thank you for your courtesy and cooperation in this matter.

Most Sincerely,

Richard E. Saleeby
Richard E. Saleeby

RES/ner
Enclosures

SH 3/26
Amend
+ NC

96 MAR 20 PM 12:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE XII - INDEX:

(*1) Frank Noska, P.A.	SECRETARY OF STATE DIVISION OF CORPORATIONS 96 MAR 20 PM 12:56	: Present Name.	¶I
(*2) Frank Noska, P.A.		: Name as Incorporated	¶I
(*3) January 26, 1996		: Date of Original Filing.	¶I
(*4) February 26, 1996		: Director(s) Approval Date.	¶I
(*5) February 26, 1996		: Shareholder(s) Approval Date.	¶I
(*6) Frank T. Noska III, P.A.		: Name to be used hereafter.	¶I
(*7) 900 E. Indiantown Rd., #115, Jupiter, FL 33477		: Principal Office Address.	¶I
(*8) 900 E. Indiantown Rd., #115, Jupiter, FL 33477		: Mailing Address.	¶I
(*9) Professional Services Corporation Act		: Applicable Statute of Incorporation.	¶II
(*10) Rendering to the Public the same Professional Services as a duly licensed Attorney is authorized to render.		: Specific Business or Licensed-Certified Professional.	¶II
(*11) Upon filing		: Effective Date of Amendment.	¶III
(*12) Frank T. Noska		: Name of Registered Agent	¶IV
(*13) 900 E. Indiantown Rd., #115, Jupiter, FL 33477		: Address of Registered Office.	¶IV
(*14) 750		: Number of Authorized Shares.	¶VI
(*15) \$10.00 Par Value		: Par Value or no Par Value.	¶VI
(*16) Common		: Class of Shares.	¶VI
(*17) ---		: Preemptive Rights.	¶IX
(*18) ---		: Cumulative Voting.	¶IX
(*19) ---		: Special Provisions.	¶XI

(*12) Frank T. Noska
Acceptance by Registered Agent ¶X

Frank T. Noska
President (or Vice President)

Date: February 26, 1996
Amendment Executed

Frank T. Noska
Secretary (or Assistant Secretary)

AMENDMENT OF ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: The undersigned Officer(s) hereby execute(s) this Amendment of the Articles of Incorporation of (*1), the present name, as originally incorporated under the name of (*2), as filed on (*3). This Amendment was unanimously approved by all Director(s) entitled to vote on (*4). This Amendment was unanimously approved by all Shareholder(s) entitled to vote on (*5). The name to be used hereafter shall be (*6) at the principal office address (*7) and having its mailing address (*8) as stated in Article XII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is amended pursuant to the specific Law (*9) and for the purpose(s) or object(s) (*10) stated in ARTICLE XII. The Corporation may engage in the aforementioned business or specific profession and in any other transaction or business permitted under the laws of the United States of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. This Amendment of the Articles of Incorporation shall become effective as stated (*11) in ARTICLE XII and the current Articles of Incorporation, as may have been previously amended, not restated, are repealed.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*12) and the street address of the Registered Office (*13) are stated in Article XII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The capitalization of the Corporation is not amended but is merely restated. The number of authorized shares (*14), whether such shares shall be Par Value, no Par Value, or Stated Value (*15), and class of shares (*16), are stated in Article XII.

ARTICLE VII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE VIII - INDEMNIFICATION: The Corporation shall indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE IX - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares (or those issued (before July 1, 1990)) of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*17) in Article XII. Cumulative voting shall not be permitted, unless otherwise stated (*18) in Article XII.

ARTICLE X - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*12) which is stated in Article XII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XI - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*19) in Article XII.