

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9171

800-342-8086



Handwritten signature and large number 16000026

RECEIVED
96 JAN 15
DIVISION OF CORPORATIONS

REFERENCE : 823253 7102630

AUTHORIZATION *Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : January 29, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 823253

CUSTOMER NO: 7102630

800001701478

CUSTOMER:

MARK PRESS, ESQ.

1055 Saw Mill River Road
Suite 206
Ardsley, NY 10502

DOMESTIC FILING

NAME: SEYMOUR SHINDER, CPA, P.A.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
96 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 31 1996

ARTICLES OF INCORPORATION

OF

SEYMOUR SHINDER, CPA, P.A.

FILED
96 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation for profit, pursuant to the provisions of section 621 of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Seymour Shinder, CPA, P.A.

SECOND: The street address, wherever located, of the principal office of the corporation is 2558 NW 52nd Street, Boca Raton, FL 33496.

The mailing address, wherever located, of the corporation is 2558 NW 52nd Street, Boca Raton, FL 33496.

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Nays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Seymour Shinder, CPA	2558 NW 52nd Street Boca Raton, FL 33496

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or

obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as of the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are to engage in the practice of accountancy as Certified Public Accountants.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin not later than the 90th day after the date of filing.

Signed on Jan 18, 1996


SEYMOUR SHINDER, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION
SYSTEM, INC.

BY: 

AS AGENT

Date:  1/26/96

FILED
96 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-0000
904-224-0000

800-3 8086

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RECEIVED
96 FEB 15 PM 1:34
DIVISION OF CORPORATION

FILED
96 FEB 15 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 846358 7102630
AUTHORIZATION : *Patricia Pzyts*
COST LIMIT : \$ 122.50

ORDER DATE : February 14, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 846358

500001716225

CUSTOMER NO: 7102630

CUSTOMER:

Mark Press, Esq.
1055 Saw Mill River Road
Suite 206
Ardsley, NY 10502

ARTICLES OF MERGER

ARLOOK SHINDER & CO., P.A.

INTO

SEYMOUR SHINDER, CPA, P.A.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
____ PLAIN STAMPED COPY

N. HENDRICKS FEB 16 1996

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ARLOOK SHINDER & CO., P.A., A NEW JERSEY CORPORATION NOT
QUALIFIED

INTO

SEYMOUR SHINDER, CPA, P.A., a Florida corporation, P96000009626

File date: February 15, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
ARLOOK SHINDER & CO., P.A.
AND
SEYMOUR SHINDER, CPA, P.A.

FILED
96 FEB 15 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Arlook Shinder & Co., P.A. with and into Seymour Shinder, CPA, P.A.

2. The merger of Arlook Shinder & Co., P.A. with and into Seymour Shinder, CPA, P.A. is permitted by the laws of the jurisdiction of organization of Arlook Shinder & Co., P.A. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Arlook Shinder & Co., P.A. was *February 5*, 1976.

3. The shareholders of Seymour Shinder, CPA, P.A. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on *February 5*, 1976 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing in the Office of the Secretary of State of Florida.

Executed on *February 2*, 1976.

ARLOOK SHINDER & CO., P.A.

By: *Seymour Shinder*
Name: Seymour Shinder
Capacity: President

SEYMOUR SHINDER, CPA, P.A.

By: *Seymour Shinder*
Name: Seymour Shinder
Capacity: President

PLAN OF MERGER approved on *February 5*, 1986 by Arlook Shinder & Co., P.A., a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date, and approved on *February 5*, 1986 by Seymour Shinder, CPA, P.A., a business corporation organized under the laws of the State of Florida, and by its Board of Directors on said date.

1. Arlook Shinder & Co., P.A. and Seymour Shinder, CPA, P.A. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of laws of the jurisdiction of organization of Seymour Shinder, CPA, P.A., be merged with and into a single corporation, to wit, Seymour Shinder, CPA, P.A., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Arlook Shinder & Co., P.A., which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner proscribed by the provisions of the New Jersey Business Corporation Act, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner proscribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner proscribed by the provisions of the New Jersey Business Corporation Act, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents proscribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date in the State of New Jersey of the merger herein provided for shall be on the date of filing in the Office of the Secretary of State of New Jersey.

P96000009626

MARK L. PRESS
ATTORNEY AT LAW
1055 SAW MILL RIVER ROAD
SUITE 206
ARISLEY, NY 10502

400001732794
-03/05/96--01088--014
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 MAR 29 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00789, 00611, 00671

Corracted
Linda



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1996

MARK L. PRESS
1055 SAW MILL RIVER ROAD
SUITE 206
ARDSLEY, NY 10502

SUBJECT: SEYMOUR SHINDER, CPA, P.A.
Ref. Number: P96000009626

We have received your document for SEYMOUR SHINDER, CPA, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 796A00012784

Florida Department of State, Sandra B. Northum, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1608, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Seymour Shinder, CPA, P.A.

1b. The mailing address of the corporation is: 2558 N.W. 52nd Street
Boca Raton, FL 33496

1c. Date of Incorporation: 1/30/96 Document number: P96000009626

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Seymour Shinder
2558 N.W. 52nd Street
Boca Raton, FL 33496

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Seymour Shinder
(Signature of an officer, chairman or
vice chairman of the board)

February 28, 1996
(Date)

Seymour Shinder, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Seymour Shinder
(Signature of Registered Agent)

March 26, 1996
(Date)

If signing on behalf of an entity:

Seymour Shinder
(Typed or Printed Name)

(Capacity)

FILED
65 MAR 29 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA