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E CASSAGE

ALAN FISHMAN & ASSOCIATES, P.A. 2300 West Sample Road, Suite 202 Pompano Beach, Florida 33073 Phone: (954) 975-7800 Fax: (954) 978-6073

January 30, 1996

U.C.C. Filing & Search Services 526 East Park Avenue, Suite 200 Tallahassee, Florida 32301-2551

Re: Alan Fishman & Associates, P.A.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. A check made payable to the Secretary of State for the filing fee is also enclosed. Please file these articles as soon as possible and call this office back with the document number after it has been filed. Please return the certified copy to this office by Federal Express along with your statement for services rendered.

I am aware that this name is similar to Alan S. Fishman, P.A. I own that name as that is my other active corporation.

Should you have any questions, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,

ALAN S. FISHMAN

ASF: jam

Enclosures

Letters\Fishman.UCC

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ARTICLES OF INCORPORATION OF ALAN FISHMAN & ASSOCIATES, P.A.

ARTICLE 1 - NAME

The name of this Corporation is:

ALAN FISHMAN & ASSOCIATES, P.A.

ARTICLE II - PURPOSE

The purpose of this professional service corporation shall be to render legal services.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for each of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INTUTAL REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE
The street address of the initial registered office of this corporation is: 2300 West Sample Road, Suite 202
Pompano Beach, Florida 33073

The name of the initial registered agent of this corporation at that address is Alan Fishman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

The names and addresses of the initial directors of this corporation are: Alan Fishman
2300 West Sample Road Suite 202

2300 West Sample Road, Suite 202 Pompano Beach, Florida 33073

The name and address of the person signing these Articles of
Incorporation is: Alan S. Fishman
2300 West Sample Road, Suite 202
Pompano Beach, Florida 33073

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, domand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relations to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE X

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements or the corporation represented to him to be correct by an officer having charge of its books or account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if, in good faith, in determining the amount available for

dividends or distribution, he considers the assets to be of their book value.

ARTICLE X1

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XII

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as thought it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribed has executed those Articles of Incorporation this 30 day of January, 1996.

| Manylad Jana (1) | | | | | | | | | | | |
|------------------|--------|-------------|--|-------|-------|----------|--|-----|----|--|--|
| | | | | SUBSC | RIBER | ! | | | | | |
| |)) | ss.: | | | | | | | | | |
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THE FOREGOING INSTRUMENT was acknowledge before me this 30 day of January, 1996 by ALAN FISHMAN, who is personally known by me or who produced ______ as-identification.

JANE A. MCDEVITT
MY COMMISSION # CO 198408 EXPIRES
May 31, 1996
BOUGED THRU THOY FAM RISURANCE, INC.
Printed Name of Notary Public

Plead\Fishman.PA

STATE OF FLORIDA

COUNTY OF BROWARD

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following in submitted, in compliance with said Act:

First—that ALAN FISHMAN & ASSOCIATES, P.A. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Pompano Beach, County of Brown J, State of Florida, has named Alan Fishman, located at 2300 West Sample Road, Suite 202, City of Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

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ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping said office open.

Resident Agent HASSEE, FLORI

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