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CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179420 94007A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzats

FILED

96 DEC -6 AM 11:35

SECRET
TALLAHASSEE, FLORIDA

ORDER DATE : December 6, 1996

ORDER TIME : 3:11 PM

ORDER NO. : 179420-005

CUSTOMER NO: 94007A

800002023058--9

CUSTOMER: David J. Zappitell, Esq
ZAPPITELL & KAPRAL

Suite 405
1489 Palmetto Park Road
Boca Raton, FL 33486

W96-25774

DOMESTIC FILING

NAME: ZAPPITELL & KAPRAL, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY (3)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC -6 PM 4:07
VISION OF CORPORATION

12-12-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ZAPPITELL & KAPRAL, P.A.
Ref. Number: W96000025774

RESUBMIT

Please give original
submission date as file date.

We have received your document for ZAPPITELL & KAPRAL, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00055024

896A00055024
SECRET
6/27/97

ARTICLES OF INCORPORATION OF ZAPPITELL & KAPRAL, P.A.

The undersigned incorporators, who are licensed and authorized to practice the profession of law in the State of Florida, intend to form a professional corporation in accordance with the Florida Professional Service Corporation and adopts the following articles of incorporation for the corporation:

ARTICLE I NAME

The name of the corporation is **ZAPPITELL & KAPRAL, P.A.**

ARTICLE II PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1489 West Palmetto Park Road, Suite 405, City of Boca Raton, County of Palm Beach, State of Florida 33486. The name of the initial registered agent of the corporation, located at that office, is **DAVID J. ZAPPITELL**.

ARTICLE III DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is one hundred (100) shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$100.00.

ARTICLE VII CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is DAVID J. ZAPPITELL, 1489 West Palmetto Park Road, Suite 405, Boca Raton, Florida 33486 and STEPHEN M. KAPRAL, JR., 1489 West Palmetto Park Road, Suite 405, Boca Raton, Florida 33486.

ARTICLE IX DIRECTORS

The corporation is to be managed by the Officers and Board of Directors. The initial Officers and Board of Directors consists of two Officers/Directors, DAVID J. ZAPPITELL, Director/President/ Treasurer, at the address set forth at Article VIII and STEPHEN M. KAPRAL, JR., Director/Vice President/Secretary, at the address set forth at Article VIII. The initial Officers/Directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each Officer/Director shall be for one year and/or until the election and qualification of a successor. The number of Officers/Directors set forth in these Articles of Incorporation and constituting the initial Officers and Board of Directors shall be the authorized number of Officers and Board of Directors until that number is changed by a bylaw duly adopted by the shareholders.

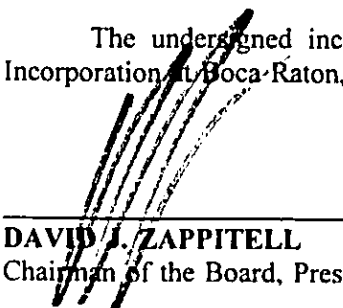
ARTICLE X BY-LAWS

The initial Directors shall submit the proposed By-Laws to the Shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by the affirmative vote of three fourths of the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the Shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by the Shareholder.

The undersigned incorporators of this Corporation, have executed these Articles of Incorporation at Boca-Raton, Florida, this 10th day of December, 1996.



DAVID J. ZAPPITELL
Chairman of the Board, President



STEPHEN M. KAPRAL, JR.
Director, Vice President

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

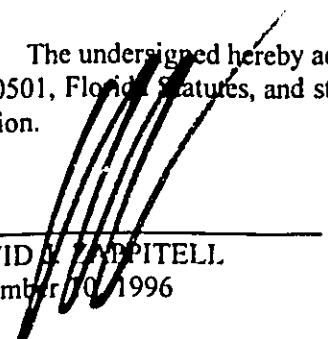
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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, (Act) the following is submitted in compliance with said Act:

That ZAPPITELL & KAPRAL, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named DAVID J. ZAPPITELL, located at 1489 West Palmetto Park Road, Boca Raton, Florida 33486, as its agent to accept service of process within this State. The principal office of the corporation shall be 1489 West Palmetto Park Road, Suite 405, Boca Raton, Florida 33486.

ACCEPTANCE

The undersigned hereby accepts the appointment as Registered Agent, pursuant to Section 607.0501, Florida Statutes, and states that he is familiar with, and accepts the obligations of this position.



DAVID J. ZAPPITELL
December 10, 1996