

P96000025817

NEW OFFICE

WEST & FEINBERG, P.C.

SUITE 775N

4550 MONTGOMERY AVENUE

BETHESDA, MARYLAND 20814

(301)951-1500

TELECOMMER (301)951-1525

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC, CT)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC, GA)
JOE L. LEONE (MD, DC, IL, VA)
AMY L. KERSTON (MD)

OF COUNSEL
ROBERT H. WARD (MD, CA, WA)
RICHARD H. TANENBAUM (MD, DC)

WRITER'S DIRECT NUMBER IS

951-1505

March 13, 1996

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

700001747947
-03/18/96--01136--001
****122.50 ****122.50

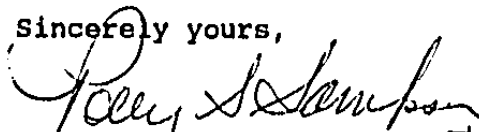
Re: Oak Place, Inc.
Our File No. 15406.1

Gentlemen:

I enclose for filing Articles of Incorporation for Oak Place, Inc., along with our check in the amount of \$122.50 to cover the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,



Polly S. Sampson
Corporate Paralegal

PSS

96 MAR 18 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DMC
3/25/96

LAW OFFICES

WEST & PHINBERG, P.C.

SUITE 775N

4550 MONTGOMERY AVENUE

BETHESDA, MARYLAND 20814

(301) 951-1500

TELECOMMER (301) 951-1525

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC, CT)
MICHAEL B. GLUCKSTEIN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC, GA)
JOE L. LEONE (MD, DC, FL, VA)
AMY L. KIRKTON (MD)

OF COUNSEL
ROBERT E. WARD (MD, CA, WA)
RICHARD H. TANENBAUM (MD, DC)

WRITTEN DIRECT NUMBER IS

951-1505

March 14, 1996

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

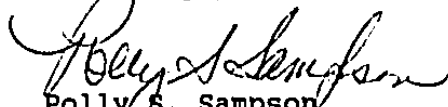
Re: Oak Place, Inc.
Our File No. 15406.1

Gentlemen:

We filed Articles of Incorporation for the above corporation yesterday but inadvertently omitted the Registered Agent Consent. Please attach the enclosed Consent to the original filing.

Please call me if you have any questions.

Sincerely yours,


Polly S. Sampson
Corporate Paralegal

PSS
Enclosure

W96-5906

RECEIVED
96 MAR 19 AM 8:12
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
OAK PLACE, INC.**

FILED

96 MAR 10 AM 8:11

The undersigned, acting as incorporator of Oak Place, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: OAK PLACE, INC..

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The total number of shares of all classes of stock which the corporation has authority to issue is one thousand shares (1,000), consisting of one hundred (100) shares of Class A Voting Common Stock with a par value of \$1.00 per share and nine hundred (900) shares of Class B Non-Voting Common stock with a par value of \$1.00 per share.

Except as hereinafter provided with respect to voting powers, the Class A Voting Common Stock and the Class B Non-Voting Common Stock of the corporation shall be identical in all respects.

With respect to voting powers, except as otherwise required by the General Corporation Law of the State of Florida, the holders of Class A Voting Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Non-Voting Common Stock shall have no voting power whatsoever, and no holder of Class B Non-Voting Common Stock shall vote on or otherwise

participate in any proceedings in which actions shall be taken by the corporation or stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 5990 S.W. 129th Terrace, Miami, Florida 33156, and the name of the Corporation's initial registered agent at that address is Jacqueline L. Leone.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial directors of the Corporation shall be William A. Leone and Jacqueline L. Leone who shall serve in such capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1996.




Joe L. Leone, Incorporator

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 13th day of March, 1996.



Notary Public, State of Maryland
at Large

My Commission Expires:

STEVEN W. JACOBSON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 28, 1996

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That Oak Place, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5990 S.W. 129th Terrace, Miami, Florida 33156, has named Jacqueline L. Leone located at 5990 S.W. 129th Terrace, Miami, Florida 33156, as its agent to accept service of process within Florida.



Joe L. Leone, Incorporator

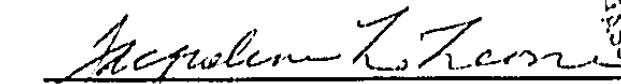
3/13/86

Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Oak Place, Inc. in the foregoing Articles of Incorporation I, on behalf of Oak Place, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

OAK PLACE, INC.


Jacqueline L. Leona

FILED
MAR 18 AM 8:11
TALLAHASSEE, FLORIDA