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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GARRY U. SCHWARTZ, P.A.

FAX AUDIT NUMBER: H96000005353

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Prepared by:  
 Garry B. Schwartz, Esq.  
 Kronegold and Todd, P.A.  
 201 Alhambra Circle  
 Coral Gables, FL 33134  
 (305) 446-3033  
 FB #380776

ARTICLES OF INCORPORATION  
 OF  
 GARRY B. SCHWARTZ, P.A.

The undersigned, acting as incorporator of a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

Garry B. Schwartz, P.A.

ARTICLE II

PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and the mailing address of the corporation shall be: 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, or such other address as the corporation may designate from time to time.

ARTICLE III

PURPOSES

The corporation is formed for the general purpose of engaging in the business of rendering all legal services to the general public that an attorney, duly licensed in the State of Florida, may render. The corporation may perform any and all allied services in furtherance of said general purpose and may engage in any and all activities and businesses permitted under the Florida Professional Service Corporation and Limited Liability Company Act to be performed by professional service corporations rendering legal services. The corporation shall have all of the powers vested in a professional corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue one class of stock, to be designated as Common Stock. The maximum number of shares which the corporation is authorized to issue is 7,500 shares of

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Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all matters properly before them on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities. No shareholder shall be other than a professional corporation, a professional limited liability company or an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is organized.

#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation in the State of Florida is 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that office is Garry B. Schwartz.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The corporation shall have at least one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one (1) nor more than seven (7). The name and street address of the sole member of the initial Board of Directors of the Corporation who shall hold office until a successor is elected and has qualified is: Garry B. Schwartz, 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are: Garry B. Schwartz, 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

#### ARTICLE VIII

##### BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by

the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

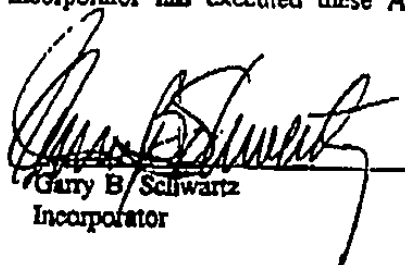
# ARTICLE IX INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or any former officer or director of the corporation.

# ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of April, 1996.

  
Garry B. Schwartz  
Incorporator


STATE OF FLORIDA

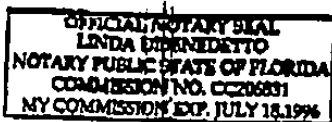
COUNTY OF DADE

The foregoing instrument was acknowledged before me this day by Garry B. Schwartz, who is personally known to me or who presented \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 16 day of April, 1996.

SEAL

  
NOTARY PUBLIC  
State of Florida



CERTIFICATE OF REGISTERED AGENT  
OF  
GARRY B. SCHWARTZ, P.A.


The following is submitted pursuant to Section 607.0501 of the Florida Business Corporation Act:

Garry B. Schwartz, P.A., desiring to be a corporation existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Garry B. Schwartz, a resident of Florida, whose business office is 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, the same as the corporation's registered office, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of such position.

Dated this 16<sup>th</sup> day of April, 1996.

  
Garry B. Schwartz

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