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Jeffrey H. Minde, Esq.

Attorney and Counselor at Law
4300 N. University Drive, Suite B-104, Lauderdale, FL 33351
TEL (954) 572-8820
FAX (954) 572-8821

Admitted to the Florida Bar

April 16, 1996

The Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/18/96--01079--020
*****70.00 *****70.00

Re: Jeffrey H. Minde, Attorney and Counselor at Law, P.A.

Dear Sir or Madam:

I am enclosing herewith an original copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above named corporation. In addition a check in the amount of \$70.00 is enclosed which represents the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	\$35.00
TOTAL	\$70.00

Please file the original of the enclosed Articles of Incorporation and return to the undersigned in the self-addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

Very truly yours,

Jeffrey H. Minde, Esq.

JHM:kmr

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96 APR 18 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JEFFREY H. MINDE, ATTORNEY AND COUNSELOR-AT-LAW, P.A.

The undersigned incorporator to these Articles of Incorporation, being a duly licensed psychologist under the laws of the State of Florida, adopts these Articles to form a corporation under the Florida Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation is:

JEFFREY H. MINDE, ATTORNEY AND COUNSELOR-AT-LAW, P.A.

ARTICLE II - PURPOSE

This professional service corporation is formed to engage in every phase and aspect of legal services. In addition, the corporation may invest any funds of this professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III - DURATION

This Professional Service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with their Department of State of Florida.

ARTICLE IV - CAPITAL STOCK

This Professional Services corporation is authorized to issue One Hundred (100) shares of One (\$1.00) dollar per common value stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue. The capital stock of this professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Professional Service Corporation is 4300 N. University Drive, Suite B-104, Lauderhill, Florida, 33351, and the name of the initial registered agent of this corporation is **JEFFREY H. MINDE, ESQ.** The street address of the initial principal office of this Corporation is 4300 North University Drive, Suite B-104, Lauderhill, Florida, 33351.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Professional Service Corporation shall have one (1) Director constituting the Board of Directors. The numbers of directors may be either increased or diminished from time to time pursuant to the By-Laws of this Corporation, however, there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial Director of this Corporation is:

JEFFREY H. MINDE, ESQ.
4300 North University Drive, Suite B-104
Lauderhill, Florida 33351

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

JEFFREY H. MINDE, ESQ.
4300 North University Drive, Suite B-104
Lauderhill, Florida 33351

ARTICLE VIII - POWERS AND RESTRICTIONS

The shareholders of this professional service corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this professional service corporation by any of its shareholders, including, but not limited to, the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of this professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of the stock. No shareholder of this professional service corporation may sell or transfer his stock in this corporation, except to another individual who is eligible to be a shareholder of this professional service corporation and whose ownership of stock in this corporation would not disqualify the corporation from a Subchapter S election pursuant to § 1362 of the Internal Revenue Code, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to provide legal services in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations in this continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE IX - AMENDMENT

This professional services corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon shareholders are subject to this reservation.

ARTICLE X - INDEMNIFICATION

This professional services corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - TAX ELECTION

This professional services corporation, within the time provided for by law, shall be a Subchapter "S" election pursuant to section § 1362(a) of the Internal Revenue Code of the 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the section § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 15th day of April, 1996.


JEFFREY H. MINDE, ESQ./Incorporator

STATE OF Florida
COUNTY OF Broward

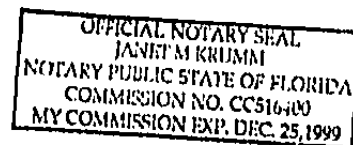
I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY H. MINDE, ESQ., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person personally known, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 4th-day of April, 1996.

Janet M. Krumm
NOTARY PUBLIC

Print name: _____

Commission #
My Commission Expires:



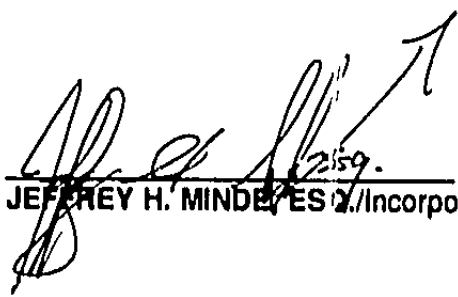
DESIGNATION OF REGISTERED AGENT

FOR

JEFFREY H. MINDE, ATTORNEY AND COUNSELOR-AT-LAW, P.A.

In compliance with the Section § 48.091, Florida Statutes, **JEFFREY H. MINDE, ESQ., ATTORNEY AND COUNSELOR AT LAW, P.A.**, desiring to organize and qualify under the laws of the State of Florida, hereby names **JEFFREY H. MINDE, ESQ.**, located at 4300 North University Drive, Suite B-104, Lauderhill, Florida, 33351, as its agent to accept service of process within Florida.

Dated: April 12, 1996



JEFFREY H. MINDE, ESQ./Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named professional service corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 15, 1996



JEFFREY H. MINDE, ESQ./
Registered Agent

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96 APR 18 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA