

ACCOUNT NO. : 072100000032

REFERENCE: 941314 11555A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: May 3, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 941314

600001807246

CUSTOMER NO: 11555A

CUSTOMER: Michael D. Mupsick, Esq.

MICHAEL D. MOPSICK, PA

Suite 203

7000 West Palmetto Park Boca Raton, FL 33433

DOMESTIC FILING

NAME: POCO ASSOCIATES, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

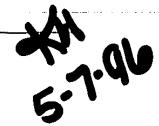
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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

POCO ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POCO ASSOCIATES, INC.

The address of the principal office of this corporation shall be 1371 Southwest 8th Street, Pompano Beach, Florida 33069, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7000 West Palmetto Park Road, Suite 203, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is Michael D. Mopsick, ESQ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Steven Fleckman Dir.

1371 Southwest 8th Street Pompano Beach, Florida 33069

Malcolm Fox

Same

Dir.

Martin Bernheim

Same

Dir.

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Steven Fleckman

1371 Southwest 8th Street Pompano Beach, Florida 33069

Pres.

Same

Malcolm Fox V. Pres./Treas.

Same

Martin Bernheim Sec.

ARTICLE VIII, SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 3, 1996.

CORPORATION SERVICE COMPANY

By: Standard Gail Shelby

VLP/vlp

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is POCO Associates, Inc.
- 2. The name and address of the registered agent and office is: MICHAEL D. MOPSICK, ESQ., 7000 West Palmetto Park Road, Suite 203, Boca Raton, County of Palm Beach, State of Florida.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MICHAEL D. MOPSICK, ESO.

Registered Agent

KIND, ROSENTHAL & MOPSICK

7000 W. Palmetto Park Road

Suite 203

Boca Raton, Florida 33433

(407) 367-9505