

P96000039270

COHEN, MERRAY, NORMIS, WEINBERGER & HARRIS

Attorneys at Law

A Partnership of Professional Associations

712 U.S. HIGHWAY ONE, SUITE 400

P.O. BOX 13140

NORTH PALM BEACH, FLORIDA 33408-7140

TELEPHONE (407) 844-3800

STEVEN M. AUERBACH
DARYL ACHENBAY, PA
FRANK C. COHEN, PA
BERNARD A. CONKO
ARTHUR W. FORTON, IV
GLENN E. GROMAN, (U)
BETH JACOB HARRIS
MICHAEL D. HARRIS, PA
KATHLEEN G. JOZNSKI
DAVID J. MOHRE, PA
PETER M. RAY
JAMES D. RYMAN
ROBERT M. WEINBERGER, PA

* Of Counsel
(1) Admitted to New Jersey,
New York, D.C., Texas, Michigan (bars only)

FACSIMILE
(407) 842-4104

SECURITIES
CORPORATE DEPT.
FACSIMILE
(407) 845-0100

April 29, 1996

7000001805637
-05/02/96--01092--003
++++122.50 +++122.50

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

Re: Articles of Incorporation of
PETER RYSMAN, P.A.

Dear Sir/Madam:

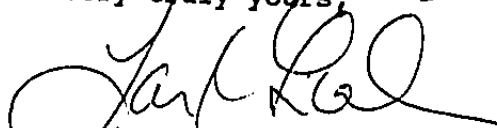
Enclosed please find the original and one (1) copy of the subject Articles of Incorporation. Upon filing, please return the certified copy of the Articles to the undersigned.

Our check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing fees	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent Designation	\$ 35.00
	<hr/>
	\$122.50

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

at/seclinc.ltr
enclosures

cc: Peter Rysman

FILED
96 MAY -2 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAS
5/7/96

ARTICLES OF INCORPORATION
OF
PETER RYSMAN, P.A.

FILED
96 MAY -2 PM 3:18

THE UNDERSIGNED, incorporator, a natural person competent to contract and duly licensed to render service as an attorney and counselor at law, hereby organizes and incorporates under the Professional Service Corporation Act, Florida Statute Chapter 621, and Florida Statute 607 not in conflict therewith.

ARTICLE I - Name and Address

The name of this Corporation is: PETER RYSMAN, P.A., and the principal place of business and mailing address is 712 U.S. Highway One, North Palm Beach, Florida 33408.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Stock

The aggregate number of shares which this Corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VI - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 712 U.S. Highway One, North Palm Beach, Florida 33408, and the name of its initial registered agent at that address is PETER RYSMAN.

ARTICLE VII - Directors

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
PETER RYSMAN	712 U.S. Highway One North Palm Beach, FL 33408

ARTICLE VIII - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
PETER RYSMAN	712 U.S. Highway One North Palm Beach, FL 33408

ARTICLE IX
Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 29 day of April, 1996.


PETER RYSMAN
Incorporator

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

The following is submitted pursuant to 48.091(1) and 607.0501,
Florida Statutes:

PETER RYSMAN, P.A., desiring to organize under
the laws of the State of Florida, being in the
County of Palm Beach at 712 U.S. Highway One,
North Palm Beach, Florida 33408, has named
PETER RYSMAN located at that same address, as
its initial Registered Agent to accept service
of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the Corporation open from 10:00
a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
Corporation and the name of its Registered Agent.

DATED this 29th day of April, 1996.


PETER RYSMAN
Registered Agent

01\wpdocn\artPA.lno

FILED
96 MAY -2 PM 3:16
TALLAHASSEE, FLORIDA