

P96000039446

BERNSTEIN & SHAPER

PARTNERSHIP OF PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1371 BULLWICK DRIVE • SUITE 210
P.O. BOX 0053
LAWRENCEVILLE NJ 08648
609-987-8300
TELECOMER
609-458-8350

GLADES TOWN PLAZA
2300 GLADES ROAD
WEST TOWER • SUITE 400
BOCA RATON, FLORIDA 33431

407-362-0808
TELECOMER
407-362-0801

805 THIRD AVENUE
SIXTH FLOOR
NEW YORK NEW YORK 10022
212-693-7001
TELECOMER
212-632-7221

EDWARD M. BERNSTEIN, P.C.
LEWIS R. SHAPER, P.A.

REPLY TO FLORIDA

May 1, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100001805661
-05/02/96--01093--007
***122.50 ***122.50

Re: SWASS, INC.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation of SWASS, INC.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Upon the filing of the same, please return to this office a certified copy in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

[Signature]
LEWIS R. SHAPER

LRS/jlg

Enclosures

FILED
56 MAY -2 AM 10:37
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SWASS, INC.

ARTICLE I - NAME

The name of this Corporation is SWASS, INC.
13307 KINGSBURY DRIVE ; WEST PALM BEACH, FLORIDA 33414

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

LEWIS R. SHAFER, ESQUIRE
2300 Glades Road
West Tower - Suite #400
Boca Raton, FL 33431

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director,

Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is LEWIS R. SHAFER, ESQUIRE, 2300 Glades Road, West Tower, Suite #400, Boca Raton, FL 33431.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed theses Articles of Incorporation, this 15th day of May, 1996.


LEWIS R. SHAFER, ESQUIRE

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-named Corporation, at the place designated in Article I of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 15th day of May, 1996

By: 

LEWIS R. SHAFER, ESQUIRE
(Registered Agent)

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BB.1

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared LEWIS R. SHAFER, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SWASS, INC., and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 1st day of May, 1996.



KAREN M. POLLOCK
My Commission OC830379
Expires Feb. 28, 2000

Karen Pollock
NOTARY PUBLIC

KAREN POLLOCK
Print Name of Notary Public

My Commission Expires:

Personally known ✓ or
Identification Produced _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 MAY -2 AM 10:37

FILED

96000039446

Office
LEWIS R. SHAFER, P.A.
Attorneys at Law

Glades Twin Plaza
2300 Glades Road
West Tower - Suite 400
Boca Raton, Florida 33421

407-362-0808
Telecopier
407-362-0801

LEWIS R. SHAFER*
KAREN M. POLLOCK

FILED
SEP - 9 PM 12:24
SECRETARY OF STATE
*also admitted NY & NJ Bar

August 22, 1996

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

300001932173
-08/27/96--01018--011
*****35.00 *****35.00

Re: Articles of Amendment as to SWASS, INC.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles Amendment to Articles of Incorporation of SWASS, INC.

In addition, enclosed please find this firm's check in the amount of \$35.00 which represents the filing fee for said Amendment, and the certified copy.

Upon the filing of the original, please return to this office the certified copy, in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Lewis R. Shafer
LEWIS R. SHAFER

DICTATED BY MR. SHAFER
BUT SIGNED IN HIS ABSENCE
TO AVOID DELAY IN MAILING

LRS/jlg

Enclosures

N. HENDRICKS SEP 11 2 1996

Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

LEWIS SHAFER
2300 GLADES RD.
SUITE 400
BOCA RATON, FL 33431

SUBJECT: SWASS, INC.
Ref. Number: P96000039446

We have received your document for SWASS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

To receive a certified copy as you have requested, there is an additional \$52.50 due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 196A00041019

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SWASS, INC.

FILED
96 SEP -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0116 Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

1. Name change: previous name: Swass, Inc.
New name: McLean & Associates, Inc.
2. Place of business change. New place of business:
12273 W. Forest Hill Boulevard, Suite 203
Wellington, Florida 33414

SECOND: The date of adoption of the amendments was: August 15, 1996.

THIRD: Adoption of Amendment (CHECK ONE)

_____ The amendments were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

X There are no shares or shareholders entitled to vote on the amendment. The amendments were adopted by the board of directors.

DATED: August 20, 1996.

Swass, Inc.
Corporation Name

By: Mark J. McLean
Mark McLean, President