

P96000041584

SUBIN, SHAMS, ROSENBLUTH, MORAN, LOSEY & BRENNAN, P. A.

ATTORNEYS AT LAW

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(407) 641-4908

ROBERT H. HONOR
OF COUNSEL

April 26, 1996

FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
Capitol Building
Tallahassee, Florida 32301

EFFECTIVE DATE

5-1-96

Re: **Subin, Rosenbluth, Losey, Brennan, Bittman & Morse, P.A.**
Florida - 1996

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Emery H. Rosenbluth, Jr.

789,615,671
w/96-9574

Enclosures

122.50
04/29/96-01171-007
***122.50 ***122.50

SUBIN, ROSENBLUTH, LOSEY, BRENNAN, BITTMAN & MORSE, P.A.

ATTORNEYS AT LAW
SUITE 900
111 NORTH ORANGE AVENUE
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EMERY H. SUBIN
EMERY H. ROSENBLUTH, JR.
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KENNETH D. MORSE
GARRETT P. SWARTWOOD

May 14, 1996

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Doris Brown

Re: Subin, Rosenbluth, Losey, Brennan, Bittman & Morse, P.A.
Ref. No. #96000009574

Dear Ms. Brown:

In response to your letter of May 6, 1996, a copy of which is enclosed for your reference, please find enclosed an original Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed for filing is an original and one copy of the Articles of Incorporation for Subin, Rosenbluth, Losey, Brennan, Bittman & Morse, P.A. Upon filing of the Articles of Incorporation, please return a certified copy to me. I have enclosed a self-addressed envelope for your convenience.

Please let me know if you have any questions.

Sincerely yours,



Emery H. Rosenbluth, Jr.

EHR/dsp
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1996

EMERY H. ROSENBLUTH, JR., ESQ.
SUBIN, SHAMS, ROSENBLUTH, ET AL, P.A.
POST OFFICE BOX 285
ORLANDO, FL 32802-0285

SUBJECT: SUBIN, ROSENBLUTH, LOSEY, BRENNAN, BITTMAN & MORSE,
P.A.
Ref. Number: W96000009574

We have received your document for SUBIN, ROSENBLUTH, LOSEY, BRENNAN, BITTMAN & MORSE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 196A00021916

EFFECTIVE DATE
2/1/66

ARTICLES OF INCORPORATION
OF

SUBIN, ROSENBLUTH, LOSEY, BRENNAN, BITTMAN & MORSE, P.A.

FILED
RECORDED
JAN 27 1966
TALLAHASSEE, FLA.

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract and attorneys at large, duly licensed to practice law under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under Chapters 621 and 607, Florida Statutes.

ARTICLE I
NAME

The name of this corporation is SUBIN, ROSENBLUTH, LOSEY, BRENNAN, BITTMAN & MORSE, P.A..

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the practice of law rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment permissible under the Professional Service Corporation Act, and to own real and personal property necessary for the rendering of professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to or owned by anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually, commencing May 1, 1996.

ARTICLE V ADDRESS

The initial street address of the principal registered office of this corporation is 111 North Orange Ave., Suite 900, Orlando, Florida, 32801-2373, and the name of the initial registered agent of this corporation is: Emery H. Rosenbluth, Jr. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

ARTICLE VI DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more persons licensed to practice law under the laws of the State of Florida. The number of directors may be increased or diminished from time to time by the bylaws.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Emery H. Rosenbluth, Jr.
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Eli H. Subin
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Ralph C. Losey
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

John M. Brennan
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Michael J. Bittman
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Kenneth D. Morbo
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

ARTICLE VIII INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation, who are attorneys at large, duly licensed under the laws of the State of Florida to render legal services as such are:

Emery H. Rosenbluth, Jr.
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Eli H. Subin
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Ralph C. Losey
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

John M. Brennan
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

Michael J. Bittman
111 N. Orange Ave, Suite 900
Orlando, Fl. 32801-2373

ARTICLE IX VOTING RIGHTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X
PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale for cash of any stock of this corporation, including Treasury stock held by this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others and the founding shareholders shall maintain a majority of the outstanding stock at all times in this corporation unless specifically waived in writing and an appropriate amendment to this Certificate is filed.

**ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XII
CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association, or corporation in which he may be in any way interested.

**ARTICLE XIII
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

Emery H. Rosenbluth, Jr.	- President
Ralph C. Losey	- Vice President
Michael J. Bittman	- Secretary
Kenneth D. Morse	- Treasurer

**ARTICLE XIV
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XV
RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this

corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XVI MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

ARTICLE XVII ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida (including, without limitation, the Florida General Corporation Act and the Professional Service Corporation Act) and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power to enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

C. This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the

shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, that capital of this corporation is not impaired.

D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

E. This corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

1. A defined contribution plan as defined under the Internal Revenue Code;

2. A defined benefit plan as defined under the Internal Revenue Service;

3. A stock bonus plan;

4. A deferred compensation plan;

5. A restricted stock option plan; or

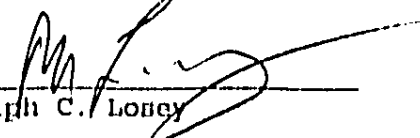
6. Other plans, including without limitation, insurance plans, retirement plans, and/or incentive compensation plan.

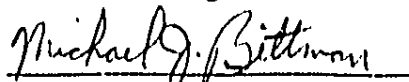
ARTICLE XVIII AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

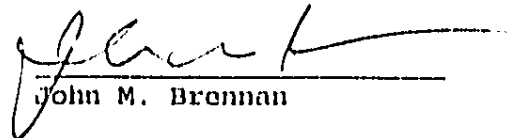
IN WITNESS WHEREOF, We have hereunto executed in Orlando, Orange County, Florida, these Articles of Incorporation this 26th day of April, 1996.


Emery H. Rosenbluth, Jr.


Ralph C. Losey


Michael J. Bittman

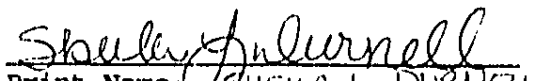

Eli H. Subin


John M. Brennan

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th
day of April, 1996, by Emery H. Rosenbluth, Jr., Eli H. Subin,
Ralph C. Losey, John M. Brennan, Michael J. Bittman and ~~Kenneth D.~~
~~Morse~~, who are all personally known to me and who did take an oath.




Print Name: SHEILA L. DURNELL
My Commission Expires: 01/30/00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Subin, Rosenbluth, Loney, Brennan,

Bittman & Morse, P.A.

2. The name and address of the registered agent and office is:

Emery H. Rosenbluth, Jr.

(Name)

111 North Orange Avenue, Suite 900

(P.O. Box not acceptable)

Orlando, Florida 32801-2373

(City/State/Zip)

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.



(Signature)

May 14, 1996

(Date)