

P96000043929

LIMITED PARTNERSHIP PROFESSIONALS, INC.  
800 WEST OAKLAND PARK BLVD.  
SUITE 102  
FORT LAUDERDALE, FLORIDA 33311  
(954) 564-9400

May 13, 1996

400001624534  
05/16/96--01053--010  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Limited Partnership Professionals, Inc.

Gentlemen,

Enclosed you will find an original and two copies of Articles of Incorporation.

Enclosed you will also find a check in the amount of \$122.50.

Please file these documents and return a copy of the filed articles in the enclosed envelope.

Thank you for your cooperation.

Sincerely,

  
Ellis S. Simring

EFFECTIVE DATE

5-15-96

FILED  
96 MAY 16 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 23 1996

BSR

limpart

EFFECTIVE DATE

5-15-96

FILED

96 MAY 16 AM 9:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LIMITED PARTNERSHIP PROFESSIONALS, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purposes of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

LIMITED PARTNERSHIP, PROFESSIONALS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE V - TERM

This corporation shall commence its existence on May 15, 1996 and shall exist porpotually theroafter unless sooner dissolved according to law.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 800 West Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation is ELLIS S. SIMRING , whose address is 800 West Oakland Park Blvd, Suite 102, Ft. Lauderdale, Florida 33311. The initial mailing address and principal office address of the corporation shall be 800 West Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida, 33311.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is ELLIS S. SIMRING, 800 West Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33311.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer of director or any former officer or director to the fullest extent permitted by law

either now existing or hereafter enacted.

#### ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporations. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14, day of MAY, 1996.

  
SUBSCRIBER

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That LIMITED PARTNERSHIP PROFESSIONALS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 800 West Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33311 has named ELLIS S. SIMRING, 800 West Oakland Park Blvd., Ft. Lauderdale Florida 33311, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
RESIDENT AGENT

corlimp2

FILED  
96 MAY 16 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA