

196000047322

JOSIAS, GOREN, CHEROF, DOODY & EZROL, P.A.

ATTORNEYS AT LAW

SUITE 200

3090 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE (954) 771-4800
FACSIMILE (954) 771-4923

STEVEN L. JOSIAS
SAMUEL S. GOREN
JAMES A. CHEROF
DONALD J. DOODY
KERRY L. EZROL

PHILLIPS POINT
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
(800) 876-9400

LEONARD G. RUBIN
MICHAEL J. PAWELECYK
ROBERT W. VALE
LUBAN C. VANESKAHIAN

PLEASE REPLY TO FORT LAUDERDALE

May 24, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001844198
-05/30/96--01035--018
****122.50 ****122.50

Re: C.A.E. & Associates, Inc./Incorporation
Puma Filler/Fictitious Name Registration

To Whom It May Concern:

Enclosed herewith please find the following:

1. An original and one (1) copy of the Articles of Incorporation in connection with the above-captioned matter along with our trust account check in the amount of \$122.50 to be disbursed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	\$122.50

JUN 4 1996

2. Application for Registration of Fictitious Name, with our trust account check in the amount of \$30.00 to be disbursed as follows:

Filing Fee	\$50.00
Certified Copy	30.00
TOTAL	\$80.00

Also, enclosed please find a Federal Express envelope for return of the enclosed documents to our office.

Thank you for your prompt cooperation in connection with the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Samuel S. Goren
SAMUEL S. GOREN

SSG:mms
K:\960151\secstat
Enclosures
cc: Mr. Andrew Delillo

SIGNED IN MR. GOREN'S ABSENCE
IN ORDER TO EXPEDITE

**ARTICLES OF INCORPORATION
OF
C.A.E. & ASSOCIATES, INC.**

95 MAY 29 PM 5:24
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be **C.A.E. & ASSOCIATES, INC.**, a Florida corporation.

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

The general purposes for which the Corporation is organized are as follows:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercising any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the

intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, and as amended.

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is SIX THOUSAND (6,000) shares. Such shares shall be of single class, and shall have a par value of ONE (\$1.00) DOLLAR.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

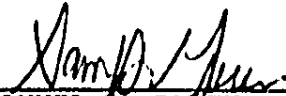
(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 5

The street address of the initial registered office of the Corporation is: 3099 E. Commercial Boulevard, #200, Fort Lauderdale, Florida 33308, and the name of its initial registered agent at such address is Samuel S. Goren.

I hereby accept to act as registered agent, and agree to comply with the provision of said Act relative to keeping open said office.



SAMUEL S. GOREN
(Registered Agent)

ARTICLE 6

The address of the principal office of the Corporation is: 4875 N. Federal Highway, #600, Fort Lauderdale, Florida 33308.

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:

Andrew DeLillo
4875 N. Federal Highway, #600
Ft. Lauderdale, FL 33308

ARTICLE 8

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) Directors. The sole Director named above shall have the power to

approve and adopt the Bylaws of this Corporation until his successor is elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the Bylaws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice President, Secretary, Treasurer, and such other officers and agents as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE 9

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm 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 the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or

transaction, and may vote thereat to 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 10

A. Stockholder Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the Bylaws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in

the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 11

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE 12

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. Notwithstanding the amending process contained in Paragraph A above, amendments may be made upon written approval by all of the Stockholders.

ARTICLE 13

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in

writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of a Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE 14

The name and address of the incorporator is:

Andrew DeLillo
4875 N. Federal Highway, #600
Ft. Lauderdale, FL 33308

DATED: 5/24-96



Andrew DeLillo
(INCORPORATOR)

JOSIAS, GOREN, CHEROF, DOODY & EZROL, P.A.

ATTORNEYS AT LAW

SUITE 200

3099 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33309

TELEPHONE (954) 771-4500

FACSIMILE (954) 771-4923

STEVEN L. JOSIAS
SAMUEL S. GOREN
JAMES A. CHEROF
DONALD J. DOODY
HENRY L. EZROL

LEONARD D. RUBIN
ROBERT W. VALL
MICHAEL D. CIRULLO, JR.

P96000047322
October 16, 1997

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32301

attn: Amendments Section

Re: C.A.E. & ASSOCIATES, INC.


RECEIVED OCT 16 1997
10:41 AM
***** 25.00 ***** 25.00

Dear Sir or Madam:

Enclosed herewith please find an executed Resignation of Registered Agent which has along with our Josias, Goren, et. al. Check in the amount of \$35.00 to cover the cost of same. Please remove my name completely from the computer records.

Thank you for your prompt cooperation in connection with the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,


SAMUEL S. GOREN

SSG:mp
Enclosures
cc: Mr. Andrew Delillo

R.A. Resign
10-16-97
cc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 OCT 13 11:11:05

Florida Department of State, Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, SAMUEL S. GOREN
(Name of registered agent)

hereby resigns as Registered Agent for C.A.E.S. ASSOCIATES, INC. d/b/a MYERS POLLACK RUBINS, INC.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

SAMUEL S. GOREN

(Typed or Printed Name)

REGISTERED AGENT

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation