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LAW OFFICES OF
HERBERT W. ABRAMSON
400 NORTH ANDREWS AVENUE, SUITE 100
FT. LAUDERDALE, FL 33301-3143
BROWARD (305)545-5123
DADE TO BROWARD (305)545-5123

HERBERT W. ABRAMSON, J.D.
JONATHAN KANE, J.D.

ALL TELEPHONS TO:
400 NORTH ANDREWS AVENUE
FT. LAUDERDALE, FL 33301-3143
FAX (305)523-2201

LAW OFFICES ALMA AT
1422 N.E. 163rd ST
N. MIAMI BEACH, FL 33163
DADE (305)545-5123

May 29, 1996

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*****70.00 *****70.00

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: THE LAW OFFICES OF JONATHAN KANE & ASSOCIATES,

Gentlemen:

Enclosed herewith please find the original and two copies of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of seventy dollars (\$70.00) to cover the costs of filing this corporation.

Kindly return a stamped copy to the undersigned.

Very truly yours,


JONATHAN KANE, ESQ.

Enclosures

FILED
56 JUN -3 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/6/96
TB

ARTICLES OF INCORPORATION

OF

THE LAW OFFICES OF JONATHAN KANE & ASSOCIATES, P.A.

The undersigned, subscriber to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is THE LAW OFFICES OF JONATHAN KANE & ASSOCIATES, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

To engage in every phase and aspect of the business of 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, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 share(s) of common stock with a

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JUN - 3 PM 12:50
CLERK OF DISTRICT COURT
JULIA A. GIBSON
TALLAHASSEE, FLORIDA

par value of one dollar.

ARTICLE V - 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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 North Andrews Avenue, Suite 100 Fort Lauderdale, Florida and the name of the initial registered agent of this corporation, at that address is Jonathan Kane.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of director(s) may be either increased or diminished from time to time by the bylaws. If required by the ethics of the legal profession, directors shall be required to possess the same professional qualifications as shareholders are required to possess. The name and address of the initial director of this corporation are:

NAME

ADDRESS

JONATHAN KANE 400 North Andrews Avenue, Suite 100
Ft. Lauderdale, Florida 33301

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is:

NAME

ADDRESS

JONATHAN KANE

400 North Andrews Avenue, Suite 100
Ft. Lauderdale, Florida 33301

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite his name(s):

NAME

NUMBER OF SHARES

JONATHAN KANE

100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five.

ARTICLE XIII-MANAGEMENT OF

CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and

affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of

Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII - SUB CHAPTER "S"

AND 1244 STOCK

It is the intention of the undersigned corporation to consent to the election under Internal Revenue Code, Section 1372(a) and to be treated as a "Small Business Corporation; and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles
of Incorporation on the 27 day of May 1996,


JONATHAN KANE
INCORPORATOR

JONATHAN KANE
REGISTERED AGENT

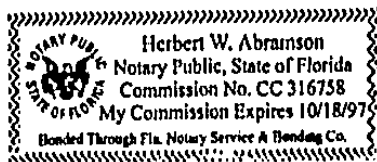
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county
set forth above, personally appeared JONATHAN KANE known to me and known by me to be
the person(s) who executed the foregoing Articles of Incorporation and they acknowledged
before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid, this 27 day of May, 1996


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

FILED
JUN-3 1993
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

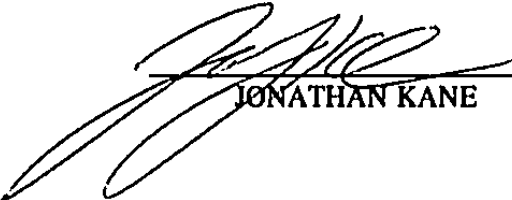
THE LAW OFFICES OF JONATHAN KANE & ASSOCIATES P.A., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 400 North Andrews Avenue, Suite 100 City of Fort Lauderdale, State of Florida, has named Jonathan Kane, located at 400 North Andrews Avenue, Suite 100, City of Fort Lauderdale, State of Florida, as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
JONATHAN KANE	PRESIDENT	400 N. Andrews Ave. Suite 100 Fort Lauderdale, Florida 33301

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JONATHAN KANE