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DEPARTMENT OF STATE
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(((H96000007423))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARGULIES RONES & WOHLFELD, P.A.

FAX AUDIT NUMBER: H96000007423

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/24/1996

TIME REQUESTED: 17:12:44

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MARGULIES RONES & WOLFELD, P.A.
REF: W96000011251

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

In reviewing our records, we note there is a(n) MARGULIES, RONES & WOLFELD, P.A., Document number M61351, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1991 through the current year, \$136.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1236.25, therefore, there is a balance of \$1236.25 due. Add an additional \$8.75 for each certificate of status requested.

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 (804) 487-6934.

Loria Poole
Corporate Specialist

FAX 3rd. #: W96000007423
Letter Number: 796A00026550

AFFIDAVIT

SECRETARY OF
STATE

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BEFORE ME, the undersigned authority, on this day personally appeared RAUL MACQUEL, who has a legal address of 1605 N.E. 16th N.W. P.O. Box 3822 known to me to be the person who subscribed his name below, who after having first been duly sworn by me, on oath deposes and says:

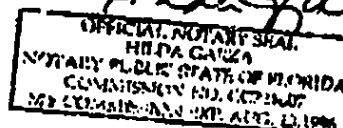
1. MACQUEL, Ponce & Wohlfeld P.A. is a completely separate corporation from the involuntarily dissolved or administratively dissolved MACQUEL, Ponce & Wohlfeld P.A. Document Number MI 1361.

2. The entity, MACQUEL, Ponce & Wohlfeld P.A., presently seeking to file for incorporation has not transacted business and will not transact business as a corporation before this filing is complete.

3. The filing of articles of incorporation for MACQUEL, Ponce & Wohlfeld, is not in any way an attempt to circumvent any fee, tax, or penalty that could have been imposed under the Florida Statutes.

RAUL

(Notary Required)



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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION
OF
MARGULIES, RONES & WOHLFELD, P.A.**

**ARTICLE I
NAME**

The name of the Corporation formed hereunder will be MARGULIES, RONES & WOHLFELD, P.A. The principal place of business/address is 16105 N.E. 18th Avenue, North Miami Beach, Florida 33162.

**ARTICLE II
PURPOSE**

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United State of America and the State of Florida.
The practice of law

**ARTICLE III
DURATION**

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares stock which the corporation hereunder shall be authorized to issue shall be 500 shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director (s), initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. Directors will be elected or appointed in the manner set forth in the bylaws of the corporation. The name (s) and address (es) of the initial director(s) of this corporation is (are):

BRUCE M. MARGULIES
16105 N.E. 18th Avenue
No. Miami Beach, FL 33162

Bruce M. Margulies, Esq.
16105 N.E. 18th Avenue
N.M. Bch., FL 33162
(305) 945-6522
FBN. 354414

VICTOR K. RONES
16105 N.E. 18th Avenue
No. Miami Beach, FL 33162

AND

ROBERT K. WOHLFELD
16105 N.E. 18th Avenue
No. Miami Beach, FL 33162

ARTICLE VI
INCORPORATOR

The name and address of the incorporator signed these Articles of Incorporation is: BRUCE M. MARGULIES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

ARTICLE VII
BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by Shareholder, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII
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 reservation.

ARTICLE IX
ASSETS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior shareholders' approval.

ARTICLE X
REGISTERED AGENT

The registered Agent of this corporation shall be BRUCE M. MARGULIES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all the following powers:

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(a) To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm or corporation.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any net shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired.

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A Pension Plan;
- (ii) A profit-sharing plan;
- (iii) A restricted stock option plan;
- (iv) A medical reimbursement plan;
- (v) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set (his) hand and seal this 22 day of July, 1996 the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, hereby certifying that the facts herein stated are true and accurate to the best of (his) knowledge, information and belief.

BRUCE M. MARGULIES, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared BRUCE M. MARGULIES, that after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that (he) execute same freely and voluntarily for the purpose therein expressed.

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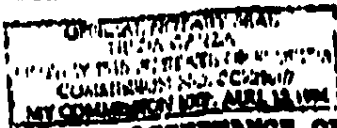
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WITNESS my hand and official seal at Miami, Dade
 County, Florida, this 24th day of May, 1996.

[Signature]
 Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of MAROULIES, RONES & WOHLFELD, P.A. accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

Dated at Miami, Dade County, Florida this 24th day
 of May, 1996.

[Signature]
 BRUCE H. MAROULIES,
 Registered Agent

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA