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JONAS AND WOLMER, P.A.

Attorneys at Law

1300 PIA BOULEVARD
SUITE 870
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (407) 824 4700

MICHAEL N. JONAS
BRENT G. WOLMER

ELLIOT F. HOCHMAN
NORMAN FRIEDLAND
*Of Counsel
*Registered Patent Attorney
Admitted to MA only

FACSIMILE (407) 824 2425

June 19, 1996

FEDERAL EXPRESS

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

Attention: Division of Corporations

RE: MICHAEL N. JONAS, P.A.

Dear Sir/Madam:

Enclosed for filing, please find one original and one copy of the fully executed and notarized Articles of Incorporation regarding Michael N. Jonas, P.A.. Also enclosed please find a check made payable to the Secretary of State, in the amount of \$122.50 representing filing fees and one certified copy. Please forward the certified copy to our office in the enclosed self-addressed envelope.

If you should have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

JONAS AND WOLMER, P.A.

By:

Jane Lincoln
Legal Assistant

enclosures

ENCLOSURE
JUN 21 1996
****122.50 ****122.50

FILED
JUN 20 PM 12:43
TALLAHASSEE, FLORIDA

Dmc
6-24-96

ARTICLES OF INCORPORATION
OF
MICHAEL N. JONAS, P.A.

FILED
96 JUN 20 PM 12:43
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is: MICHAEL N. JONAS, P.A.
The address of the principal office of this corporation shall be 1645 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE II. TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations; shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 1645 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401 and the name of its initial

registered agent at that address is Michael N. Jonas.

ARTICLE VIII - OFFICERS AND DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. This corporation shall have one officer and one director, initially. The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

<u>Name</u>	<u>Address</u>
Michael N. Jonas Dir./Pres./Sec./Treas.	1645 Palm Beach Lakes Blvd. Suite 1000 West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael N. Jonas	1645 Palm Beach Lakes Blvd. Suite 1000 West Palm Beach, Florida 33401

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves

or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents for such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI - BY-LAWS

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 1st day of June, 1996.

Michael N. Jonas
Michael N. Jonas

FILED
JUN 20 1996
TALLAHASSEE, FLORIDA

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

The following is submitted pursuant to 48.091(1) and 607.034,
Florida Statutes:

Michael N. Jonas, desiring to organize under the laws of the
State of Florida, being in the County of Palm Beach at 1645 Palm
Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401 has
named Michael N. Jonas, located at that same address, as its
initial registered agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
corporation and the name of its registered agent.

Date: June 19, 1996

By: Michael N. Jonas
Michael N. Jonas

STATE OF FLORIDA

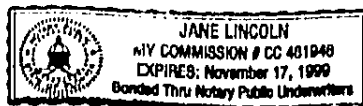
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 11 day of June, 1996, by Michael N. Jonas. He is personally known to me ☒ or has produced _____ as identification and did/did not take an oath.

(Seal)

Jane Lincoln
Notary Signature

Jane Lincoln
(Printed Notary Signature)



jan/articles.jon