

P96000058638



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 014840 7101445

AUTHORIZATION :

COST LIMIT : \$ 131.25

Patricia Projects

ORDER DATE : July 10, 1996

ORDER TIME : 10:57 AM

ORDER NO. : 014840

600001889586

CUSTOMER NO: 7101445

CUSTOMER: Mr. Frederick J. Katz
FREDERICK J. KATZ, JR.

115 Mt. Olive Road

Flanders, NJ 07836

DOMESTIC FILING

NAME: OLD CUTLER ASSOCIATES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: *CF*

509-671
W96-14445

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 1:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

July 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OLD CUTLER ASSOCIATES INC.
Ref. Number: W96000014445

RESUBMIT

Please give original
submission date as file date.

We have received your document for OLD CUTLER ASSOCIATES INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00033631

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 1:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 10 PM 1:15

**Certificate of Incorporation
of
OLD CUTLER ASSOCIATES INC.**

under the Florida Business Corporation Act

Certificate of Incorporation of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 10 PM 11:15

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME: The name of the Corporation is OLD CUTLER ASSOCIATES INC.

ARTICLE II

REGISTERED AGENT: The initial registered agent of the corporation is Dennis DeRogatis, 21320 SW 94 AVE, Miami, Florida 33189.

ARTICLE III

PURPOSE AND POWERS: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

AUTHORIZED STOCK: The total number of shares of stock which the corporation shall have the authority to issue is one thousand shares of common stock without par value.

ARTICLE V

LOCATION: The address of the Corporation's initial office is 8620 SW 212 ST, Unit 203, Miami, Florida 33189.

ARTICLE VI

DIRECTORS: Frederick J. Katz Jr., 13565 SW 109 CT, Miami, 33176.

ARTICLE VII

NUMBER OF DIRECTORS FIRST BOARD: The number of directors constituting the first board is one.

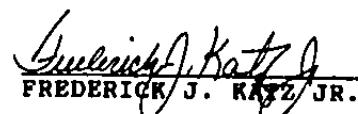
ARTICLE VIII

DIRECTOR LIABILITY: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions from which the director derived an improper personal benefit. This Article shall not limit the liability of a director for any act or omission occurring prior to the time this Article became effective.

ARTICLE IX

INCORPORATOR: The sole incorporator of the Corporation is Frederick J. Katz Jr., 13565 SW 109 CT, Miami, Florida 33176

The undersigned incorporator has executed these Articles of Incorporation this 9th. Day of July, 1996


FREDERICK J. KATZ JR.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: OLD CUTLER ASSOCIATES INC.
2. The name and address of the registered agent and office is:

DENNIS DE ROGATIS
21320 SW 94 AVE
MIAMI, FLORIDA 33189

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dennis De Rogatis
DENNIS DE ROGATIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 1:15