

P96000059870

MARRAFFINO & ROTH, P.A.

ONE LINCOLN PLACE SUITE 200  
TALLAHASSEE, FLORIDA 32306

HOCA RATON, FLORIDA 32306

HOCA (407) 308-8800  
HOWARD (407) 420-3233

LAWRENCE J. MARRAFFINO  
DEBORAH A. ROTH

FILED

96 JUL 15 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
1011 W. SAMPLE ROAD  
TALLAHASSEE, FLORIDA 32306  
(904) 420-3233

PLEASE REPLY TO  
HOCA RATON

July 11, 1996

600001893596  
-07/16/96--01004--019  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Deborah A. Roth, P.A.

Dear Secretary of State:

Enclosed please find the Articles of Incorporation in the above referenced matter, along with my check in the amount of \$122.50 for filing fees and for a certified copy of the Articles of Incorporation.

Please forward to me in the enclosed self-addressed stamped envelope the certified copy of the Articles of Incorporation.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call.

Very truly yours,

*Deborah A. Roth*  
Deborah A. Roth, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL 15 PM 2:47

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Enclosures

95-13\LJMAMInc.Ltr

PH  
7/17/96

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ARTICLES OF INCORPORATION OF DEBORAH A. ROTH, P.A. JUN 15 PM 2:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed and legally authorized to practice the profession of law in the State of Florida intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is DEBORAH A. ROTH, P.A.

ARTICLE II - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to practice law in, the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have

a par value of one dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the corporation's principal office is 6845 Barbarossa Street, Boca Raton, Florida 33433. The name of the initial registered agent of the corporation is DEBORAH A. ROTH, 6845 Barbarossa Street, Boca Raton, Florida 33433.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of each person signing these articles of incorporation as a subscriber is: Deborah A. Roth, 6845 Barbarossa Street, Boca Raton, Florida 33433.

ARTICLE IX - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one and the name and address of the initial director is: Deborah A. Roth, 6845 Barbarossa Street, Boca Raton, Florida 33433.

The initial director shall hold office until her successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of

Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, 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.

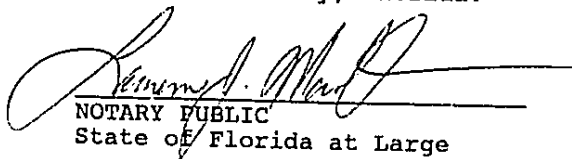
In witness hereof, we, the undersigned incorporators of this corporation have executed these articles of incorporation at Boca Raton, Florida on July 11, 1996.

  
DEBORAH A. ROTH

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared DEBORAH A. ROTH, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 11 day of July, 1996 at Boca Raton, Palm Beach County, Florida.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



LAWRENCE J. MARRAFFINO  
My Commission CC407788  
Expires Oct. 20, 1998  
Bonded by HAI  
800-422-1556

- Personally known to me, or
- Produced identification:

Lawrence J. Marraffino  
Print, Type or Stamp Name of Notary

\_\_\_\_\_  
Type of identification

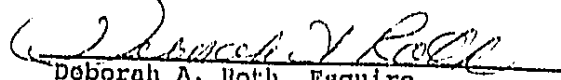
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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I, Deborah A. Roth, being and the same as that Deborah A. Roth  
designated in the Articles of Incorporation of Deborah A. Roth,  
P.A., do hereby accept the appointment as the registered agent of  
Deborah A. Roth, P.A.

Dated this 11 day of July, 1996.



Deborah A. Roth, Esquire  
6845 Barbarossa Street  
Boca Raton, Florida 33433

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000059870

*Deborah A. Roth, P.A.*

*Suite 309  
21301 Powerline Road  
Boca Raton, FL 33433  
(561) 883-2722*

October 11, 1996

Florida Department of State  
Secretary of State  
Division of Corporations  
Amendment Division  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Amendment to Articles of Incorporation of  
DEBORAH A. ROTH, P.A.

100001973361--6  
-10/15/96--01010--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Secretary of State:

Enclosed please find Articles of Amendment to Articles of Incorporation in the above referenced matter, along with my check in the amount of \$87.50 for filing fees and for a certified copy of the Amendment to Articles of Incorporation.

Please forward to my office in the enclosed self-addressed stamped envelope the certified copy of the Amendment to Articles of Incorporation.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call.

Very truly yours,

DEBORAH A. ROTH, P. A.

  
Deborah A. Roth, Esquire

Enclosures

SH 10/24

FILED  
96 OCT 23 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1996

Deborah A. Roth, P.A.  
21301 Powerline Rd.  
Suite 309  
Boca Raton, FL 33433

SUBJECT: DEBORAH A. ROTH, P.A.  
Ref. Number: P96000059870

We have received your document for DEBORAH A. ROTH, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 096A00047704

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
DEBORAH A. ROTH, P.A.

FILED  
56 OCT 23 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted: ARTICLE V

The address of the corporation's principal office is 21301 Powerline Road, Suite 309, Boca Raton, Florida 33433. The address of the Registered Agent is 21301 Powerline Road, Suite 309, Boca Raton, Florida 33433.

SECOND: If an Amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of adoption of the amendment(s) was:

October 11, 1996

FOURTH: Adoption of Amendment (check one)

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

\_\_\_\_\_ The amendment was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)...

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."



*A*

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

\_\_\_\_\_

The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of October, 1996

Signature *[Handwritten Signature]*  
(By the chairman or vice chairman of the board of directors, President or other officer if adopted by the shareholders)

OR  
(By a director if adopted by the directors)

OR  
(By an incorporator if adopted by the incorporators)

*Debra A Rose*  
Typed or printed name

*Director*  
Title