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CORP CREATIONS

PAGE 01

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FLORIDA DIVISION OF CORPORATIONS
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CORPORATE CREATIONS INTERNATIONAL
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CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110
MIAMI BEACH FL 33139-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL

SUBJECT: GARCIA & COPE, P.A.
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Loria Poole
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ARTICLES OF INCORPORATION

OF

GARCIA & COPE, P.A.

EFFECTIVE DATE
12/18/74

THE UNDERSIGNED, incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation and Limited Liability Company Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is GARCIA & COPE, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

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 therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, options, commodities, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

David R. Cope
FL Bar No.: 0058823
4106 Fairway Dr. North
Jupiter, FL 33477
(407) 447-4710

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law

ARTICLE III
TERM OF EXISTENCE

The duration of this corporation shall be perpetual, unless sooner dissolved according to law, commencing August 8, 1996.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have authority to issue is 100 shares of common stock having a par value of \$2.00. All such shares shall be of a single class, designated as common. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than TWO HUNDRED (\$200.00) DOLLARS.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 433 Plaza Real, Suite 365, Boca Raton, Florida, 33432. The Board of Directors, may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than two (2). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII
INITIAL DIRECTORS AND REGISTERED AGENT

The name of of the members of the first Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--------------------------|
| David Russell Cope | 4016 Fairway Drive North |

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Jupiter, FL 33477

Charles Patrick Garcia 2398 N.W. 23rd Road
Boca Raton, FL 33432

The name and street address of the initial Registered Agent is:

NAME

ADDRESS

David Russell Cope 433 Plaza Real, Suite 365
Boca Raton, Florida 33432

ARTICLE IX
INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME

ADDRESS

David Russell Cope 4106 Fairway Drive North
North Miami, Florida 33477

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII
CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of

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this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII
REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a director.

ARTICLE XIV
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his share therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV
ADDITIONAL CORPORATE POWERS

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

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issuers of any type

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stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan,
2. a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
3. a stock bonus plan,
4. a thrift and savings plan,
5. a restricted stock option plan, or
6. other retirement or incentive compensation plans.

ARTICLE XVI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation. The By-Laws of this corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XVII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 which it is offered to others.

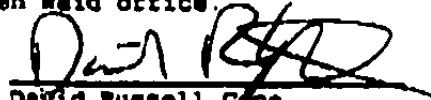
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In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these Articles of Incorporation this 8 day of August, 1996.



David Russell Cope, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



David Russell Cope
Registered Agent

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