

HAROLD B. HAIMOWITZ
Attorney at Law

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August 7, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Dana Calloway

RE: Haimowitz & Associates, P.A.

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-08/16/96--01056--011
***122.50 ***122.50

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for HAIMOWITZ & ASSOCIATES, P.A., along with my check number 1679 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

HBH:mp
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 13 AM 9:22

FILED

2/11/96
8-11-96

**ARTICLES OF INCORPORATION
OF
HAIMOWITZ & ASSOCIATES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract and duly licensed as an Attorney at Law, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida, and specifically pursuant to F.S. Chapter 621, "Professional Service Corporation Act."

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: Haimowitz & Associates, P.A., and its principal office shall be located at 555 South Federal Highway, Suite 330, Boca Raton, Florida 33432.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be:

- A. To engage in every aspect and phase of the practice of law and to render the same professional services to the public that Attorneys at Law, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed to practice law under the laws of the State of Florida.
- B. To invest and reinvest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other types of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real estate and personal property necessary for the rendering of professional services in the practice of law.
- C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment hereto, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

- D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III DURATION

This Corporation shall have perpetual existence.

ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered office and agent is:

Harold B. Haimowitz
555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number

of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one Director nor more than five. The name and address of the Initial Board of Directors of the corporation is:

Harold B. Halmowitz
555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

ARTICLE VIII INCORPORATORS

The name and address of the Incorporator signing these articles is:

Harold B. Halmowitz
555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

ARTICLE IX INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 7th day of August, 1996.

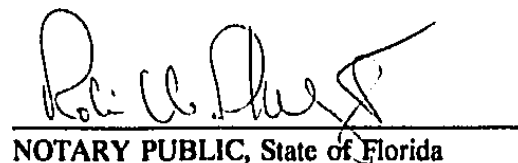

HAROLD B. HAIMOWITZ, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

SWORN TO AND SUBSCRIBED before me this 7th day of August, 1996, by **Harold B. Haimowitz**, who is personally known to me or who has produced his driver's license as identification and who did take an oath.



ROBIN M. PHILPIT
MY COMMISSION # CC352497 EXPIRES
March 3, 1998
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC, State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Haimowitz & Associates, P.A., a Corporation existing under the laws of the State of Florida with its principal office at 555 South Federal Highway, Suite 330, Boca Raton, Florida 33432, has named Harold B. Haimowitz, whose address is 555 South Federal Highway, Suite 330, Boca Raton, Florida 33432, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


HAROLD B. HAIMOWITZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA