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MIAMI, FL 33131
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ACCOUNT NO. : 072100000032

REFERENCE : 052041 7114157

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 13, 1996

ORDER TIME : 12:56 PM

ORDER NO. : 052041

CUSTOMER NO: 7114157

CUSTOMER: Marcy S. Resnik, Esq
MS. MARCY S. RESNIK

20000 Northeast 23 Avenue

Miami, FL 33180

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-06/14/96--01000--001
*****70.00 *****70.00

DOMESTIC FILING

NAME: MARCY S. RESNIK, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

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95 AUG 13 PM 3:08
DIVISION OF CORPORATION

8/14/96

ARTICLES OF INCORPORATION
MARCY S. RESNIK, P.A.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 AUG 13 AM 9:46

The undersigned subscribes to these Articles of Incorporation to form a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Marcy S. Resnik, P.A.

and its initial post office address is:

20000 N. E. 23 Avenue

North Miami Beach, Florida 33180

its principal office for the conduct of business is:

20000 N. E. 23 Avenue

North Miami Beach, Florida 33180

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

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

(a) To engage only in every aspect and phase of the business of rendering professional legal services to the general public and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida and in accordance with Chapter 621 Florida Statutes, "The Professional Service Corporation Act." Provided, however, that 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 said profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607 Florida Statutes.

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

(d) To do all and everything necessary and proper for the accomplishment of any of the purpose of the attainment 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 of the attainment of the objects or the furtherance of such purposes or objectives of this corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

(e) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as (s)he should desire to sell, transfer or otherwise dispose of his/her shares in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholder of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of its employees, on 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.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding any on time is one hundred (100) shares of common stock at \$1.00 par value. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the board of directors of this corporation. The minimal capital with which this corporation shall begin business is \$100.00. None of the shares of stock of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida. 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/her shares. No shareholder of this corporation may sell or transfer his/her shares in this

corporation except to another individual who is eligible to be a shareholder of this corporation. Such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, but not less than a majority of the outstanding shares of stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his/her shares may not be voted or counted for any purpose at said meeting.

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 on his/her continuous rendering 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 IV

In the event this corporation has more than one shareholder, before transfer of the stock of this corporation shall be registered upon the books of this corporation, as provided in the By-Laws of this corporation, each proposed shareholder shall negotiate and enter into a buy/sell agreement with all of the proposed or existing shareholders, as the case may be, providing for the redemption or disposition of his/her stock in the event his/her interest in the corporation is terminated for any reason whatsoever. An executed copy of the buy/sell agreement shall be filed with the secretary of the corporation and made a part of the records of the corporation.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations provided by law.

The officers of this corporation shall be a President and any other officers as the Board of Directors may deem expedient. Any two or more officers, except President and Secretary may be held by the same person.

ARTICLE VI

The name and post office address of the original subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, and the officer and member of the board of directors of this corporation, who is duly

licensee under the laws of the State of Florida to render the professional services for which this corporation is created, who, subject to the provisions of these Articles of Incorporation, By-Laws and the laws of the State of Florida, shall hold until the first annual meeting of the corporation, or until successors are elected and have qualified, is:

Marcy S. Rosnik
President

20000 N. E. 23 Avenue
North Miami Beach, FL 33180

ARTICLE VII

The initial registered agent for this corporation is Marcy S. Rosnik, and the initial registered office is located at:

20000 N. E. 23 Avenue
North Miami Beach, FL 33180

ARTICLE VIII

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

ARTICLE VIX

No contract or other transaction of this corporation with any person, firm or other corporation in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from her contracting with this corporation for the benefit of herself or any other firm, person or corporation in which she may be in any way interested.

ARTICLE X

No holder of common stock of this corporation shall have any preemptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall have any preemptive right to purchase or subscribe to any such stock unless so permitted by a majority vote of the board of directors of this corporation. "New issues" shall be

construed to mean any number of shares of the capital stock of this corporation originally authorized by the Articles of Incorporation of this corporation, but not initially issued, as well as any other shares of any kind subsequently authorized by those Articles of Incorporation or any amendment thereto.

ARTICLE XI

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders 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.

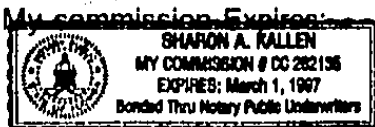
IN WITNESS WHEREOF, the subscriber executed these Articles of Incorporation this 7th day of August, 1996.

Marcy S. Resnik

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 7th day of August, 1996 by Marcy S. Resnik, Incorporator of Marcy S. Resnik, P.A., who is personally known to me and who did take an oath.

[Signature]
Notary Public
State of Florida



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Marcy S. Resnik
Marcy S. Resnik

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 9:46