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FILED
96 AUG 26 AM 11:37
TALLAHASSEE, FLORIDA

August 19, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

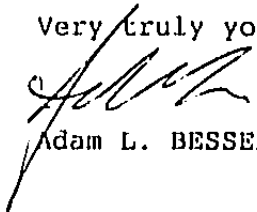
Re: ARTICLES OF INCORPORATION/AUDREY B. SCHNEIDERMAN, P.A.

Gentlemen:

Enclosed please find the Articles of Incorporation for AUDREY B. SCHNEIDERMAN, P.A. and a check for the filing fee in the amount of \$70.00. Upon completion of the filing, please return the enclosed copy of the Articles of Incorporation to us.

Thank you for your assistance in this matter.

Very truly yours,


Adam L. BESSEN

ALB/cb
enclosure

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PH 8/28/96

ARTICLES OF INCORPORATION
OF
AUDREY B. SCHNEIDERMAN P.A.

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a Professional Service Corporation, formed under the Professional Service Corporation and Limited Liability Company Act and does hereby certify as follows:

1. The name of the Corporation shall be AUDREY B. SCHNEIDERMAN, P.A. and the address of the principal office of this corporation shall be 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432, and the mailing address shall be the same.

2. The Corporation shall have perpetual existence.

3. The purposes for which this corporation is formed are as follows:

(1) Primarily to engage in the specific business of the practice of law as a law corporation;

(2) To engage generally in the business of a law corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;

(3) To engage in such other business as may be authorized or permitted by Florida Statute 621.

4. The aggregate number of shares which the corporation shall have authority to issue is five hundred (500) shares of One Dollar (\$1.00) par value common stock.

5. The address of the initial registered agent of the

corporation is 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432. The registered agent at that address is AUDREY B. SCHNEIDERMAN.

6. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial board of directors shall be one (1) and the name and address of the person who shall serve as director until the first meeting of shareholders or until her successor shall be elected and qualified is:

AUDREY B. SCHNEIDERMAN	900 N. Federal Hwy, #380
	Boca Raton, Florida 33432

7. The names and addresses of the officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

AUDREY B. SCHNEIDERMAN	900 North Federal Hwy, #380
President/Sec./Treasurer	Boca Raton, Florida 33432

8. The name and address of the incorporator is:

ADAM L. BESSEN	900 North Federal Highway
	Suite 380
	Boca Raton, Florida 33432

9. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

10. This corporation shall be organized to comply with the

provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

IN WITNESS WHEREFORE, the undersigned AUDREY B. SCHNEIDERMAN has executed these Articles of Incorporation this 14th day of August, 1996.


AUDREY B. SCHNEIDERMAN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act: ^{55 AUG 26 AM 11:37} ~~TALLAHASSEE, FLORIDA~~

AUDREY B. SCHNEIDERMAN, P.A. desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation in the City of Boca
Raton, Palm Beach County, State of Florida, has named AUDREY B.
SCHNEIDERMAN its agent to accept service of process within the
State.

Having been named to accept service of process for the above
Corporation, at the place designated in the Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said act relative to keeping said office.


AUDREY B. SCHNEIDERMAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I hereby certify that on this 14 day of August, 1996
personally appeared AUDREY B. SCHNEIDERMAN as registered agent
of AUDREY B. SCHNEIDERMAN P.A., a Florida corporation, to me known
to be the person described herein and who executed the foregoing
instrument and acknowledged before me that she executed the
foregoing instrument and acknowledged before me that she executed
same.



ADAM L. BESSEN
My Commission CC561217
Expires Jun. 13, 2000


NOTARY PUBLIC, State of Florida

My Commission Expires:
wp60/Schneiderman/Art.Inc