

PA0000071755



PROFESSIONAL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 068087 7114949

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 068087

CUSTOMER NO: 7114949

CUSTOMER: Kenneth E. Ehrlich, Esq
CHARLES WILLIAMS, P.A.

917 North Dixie Highway

Lake Worth, FL 33460

200001934812
-08/28/96--01088--004
****122.50 ****122.50

DOMESTIC FILING

NAME: LAW OFFICE OF KENNETH E.
EHRlich, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 AUG 28 PM 12:14
DIVISION OF CORPORATION

8/28/96

**ARTICLES OF INCORPORATION
OF**

LAW OFFICE OF KENNETH E. EHRLICH, P.A.

a Florida Corporation

The undersigned natural person, competent and licensed to practice in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

LAW OFFICE OF KENNETH E. EHRLICH, P.A.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The specific 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 and Counselor at Law 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.

The Corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives 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
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the

FILED
STATE
CORPORATIONS
95 AUG 20 PM 3:55

Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice Law in the State of Florida.

**ARTICLE IV
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED
OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: KENNETH E. EHRLICH.

**INITIAL REGISTERED OFFICE: 917 North Dixie Highway,
Lake Worth, Fl 33460.**

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

KENNETH E. EHRLICH

By: 

**ARTICLE VI
DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by a resolution of the majority of the Stockholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Stockholders are required to possess. The names and addresses of the members of the first Board of Directors are:

KENNETH E. EHRLICH, 917 North Dixie Highway, Lake Worth, FL 33460.

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

KENNETH E. EHRLICH, 917 North Dixie Highway, Lake Worth, FL 33460.

**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the corporation is:

917 North Dixie Highway, Lake Worth, FL 33460.

**ARTICLE IX
MAILING ADDRESS**

The mailing address of the corporation is:

917 North Dixie Highway, Lake Worth, FL 33460.

**ARTICLE X
VOTING TRUSTS**

No Stockholder 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
REMOVAL OF DIRECTOR**

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 XII
RESTRAINT ON ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders 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. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders 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 Stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of his Corporation. If any Stockholder becomes legally disqualified to practice 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 Stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Stockholders.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XIV
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

**ARTICLE XV
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

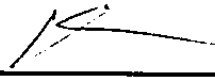
**ARTICLE XVI
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XVII
AMENDMENT TO ARTICLES OF INCORPORATION**

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 intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles of Incorporation this 26th day of August, 1996.



Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 28 PM 3:35

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Kenneth Church, to me known to be the incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in Lake Worth, in the County and State aforesaid, this 26th day of August, 1996.

Linda C. Patrick
**Notary Public, State of Florida
at Large**

My Commission Expires:



**LINDA C. PATRICK
MY COMMISSION / CESSATION EXPIRES
January 4, 1998
DENVER TRUST FUND POLICE, INC.**

P96 0000 71755

Williams & Wender, P.A.

917 NORTH DIXIE HIGHWAY
LAKE WORTH, FLORIDA 33460
(861) 582-4000
TELEFAX (861) 582-7355

CHARLES WILLIAMS
JANE-ROBIN WENDER
KENNETH E. EHRLICH*

*Also Admitted in Georgia

WORKERS'
COMPENSATION
PERSONAL INJURY
WILLS

March 24, 1997

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

300002125513--5
-03/27/97--01011--002
*****87.50 *****87.50

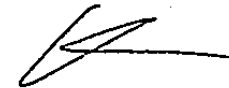
Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Law Office of Kenneth E. Ehrlich, P.A.
Our File No. P96000071755

Dear Sir/Madam:

We enclose herein two (2) original Articles of Dissolution instruments for the captioned corporation for filing with the Secretary of State. Our check in the amount of \$87.50 is enclosed to cover the cost of filing and the certified copy. Please return the certified copy to our office in the self-addressed, stamped envelope provided for your convenience.

Very truly yours,



Kenneth E. Ehrlich

KEE:lc

Encl.

rmw\Corp\dissolut\Art-Ltr.R&L

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 AM 11:26
Vold
MAR 27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 AM 11:26

ARTICLES OF DISSOLUTION

OF

LAW OFFICE OF KENNETH E. EHRLICH, P.A.

1. The name of the Corporation is Law Office of Kenneth E. Ehrlich, P.A.

2. The names and respective addresses of its Officers are:

Kenneth E. Ehrlich - President

Kenneth E. Ehrlich - Secretary

Kenneth E. Ehrlich - Treasurer

3. The names and respective addresses of its Directors are:

Kenneth E. Ehrlich
917 N. Dixie Highway
lake Worth, FL 33460

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the Corporation have been distributed to the shareholders of the Corporation in accordance with such Shareholder's respective interest in the Corporation as set forth on the Written Consent attached hereto and made a part hereof.

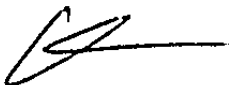
6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders on March 20, 1997.

8. The dissolution was approved by the Shareholders and such

vote was sufficient for dissolution. The Written Consent to Dissolve signed by each Shareholder is attached hereto as Exhibit A.

DATED this 20th day of March, 1997.



Kenneth E. Ehrlich, President



Kenneth E. Ehrlich, Secretary

STATE OF FLORIDA:

SS:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by Kenneth Ehrlich, President, President of <name>, a Florida corporation, who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida
at Large



Type/Print/or Stamp Name of Notary

My Commission Expires:



LINDA C. PATRICK
MY COMMISSION # 00000000 EXPIRES
January 4, 1998
BONDED THROUGH FIDELITY INSURANCE, INC.

STATE OF FLORIDA:

SS:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 20th
day of March, 1997, by Kenneth Fwlick, Secretary of
<name>, a Florida corporation, who is personally known to me or who
has produced _____ as identification.

Linda C. Patrick

Notary Public, State of Florida
at Large

Linda C. Patrick

Type/Print/or Stamp Name of Notary

My Commission Expires:

See\Corp\Disolut\Art-Diss.for



LINDA C. PATRICK
MY COMMISSION # 00338888 EXPIRES
January 4, 1998
BONDED THRU TROY PAUL INSURANCE, INC.

CONSENT OF SHAREHOLDERS
OF DISSOLUTION OF
LAW OFFICE OF KENNETH E. EHRLICH, P.A.

The undersigned, being the sole Shareholder of Law Office of Kenneth E. Ehrlich, P.A., a Florida corporation, does hereby consent to the liquidation and dissolution of the Corporation in accordance with a Joint Written Action of Shareholder and Director dated 20th day of MARCH, 1997, authorizing the Plan of Liquidation and Dissolution.

DATED: MARCH 20, 1997.

SHAREHOLDER:

The Law Office of Kenneth E. Ehrlich, P.A.

By:  100% Stock
Kenneth E. Ehrlich, President Ownership

EXHIBIT A