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JEROME P. VENTURA, P.A.  
ATTORNEY AT LAW

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Pembroke Pines, Florida 33026

JEROME P. VENTURA

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Fax (954) 438-2883

August 27, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION  
ATTORNEY ON CALL, INC.

300001942763  
-09/10/96--01015--005  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

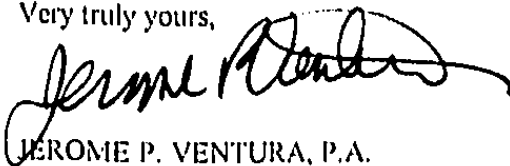
Enclosed please find, for filing, two original Articles of Incorporation for ATTORNEY ON CALL, INC., together with our check in the amount of \$122.50 to cover the filing fee.

Once you have filed same, please return an original marked "FILED" to the undersigned along with the appropriate charter information.

If you have any questions, please do not hesitate to contact my office.

Thank you for your anticipated cooperation.

Very truly yours,



JEROME P. VENTURA, P.A.  
For the Firm

JPV:mp  
Encs.

PT  
9/9/96

ARTICLES OF INCORPORATION

SEP -9 PM 1:39

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of the Corporation is:

ATTORNEY ON CALL, INC.

ARTICLE II

DURATION: The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE: The purpose of the Corporation is to engage in any and/or all activities or business purposes permitted under the Laws of the United States of America and the State of Florida including but not limited to any and all facets regarding:

"providing attorney and attorney referral related services"

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a ONE CENT (\$0.01) par value per share of which 1000 shares shall be issued.

ARTICLE V

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities) (convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized or issued), including shares from the treasury of this corporation, in the ration that the number of shares (s)he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from one corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their pre-emptive rights. This right may be waived by affirmative written waiver

submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VI

**INFORMAL ACTION OF DIRECTORS:** If all 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 has been authorized at a meeting of the Board of Directors.

#### ARTICLE VII

**POWERS:** The corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this corporation is formed. In addition, the corporation shall have the following specific powers:

- A. To elect or appoint officers and agents of the corporation and to fix their compensation.
- B. To act as an agent for any individual, association, partnership, corporation or other legal entity.
- C. To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments.
- D. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation.
- E. To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE VIII

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated

by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

#### ARTICLE IX

**MEETING BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE X

**INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### ARTICLE XI

**INITIAL REGISTERED OFFICE/AGENT AND PRINCIPAL ADDRESS:** The name and address of the initial registered agent and principal office of this corporation is as follows:

Edward J. Lawson  
2107 South Andrews Avenue  
Ft. Lauderdale, FL 33316

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

## ARTICLE XII

**INITIAL BOARD OF DIRECTORS:** This corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors/officers of this corporation is:

Edward J. Lawson, President and Initial Director  
2107 South Andrews Avenue  
Ft. Lauderdale, FL 33316

Ronald Raymond, Vice President  
2107 S. Andrews Avenue  
Ft. Lauderdale, FL 33316

Michelle Lawson, Secretary  
2107 S. Andrews Avenue  
Ft. Lauderdale, FL 33316

The person named as initial director shall hold office until the successor is elected or appointed and has qualified, whichever occurs first.

## ARTICLE XIII

**INCORPORATION:** The name of the incorporator is:

Edward J. Lawson, President  
2107 South Andrews Avenue  
Ft. Lauderdale, FL 33316

## ARTICLE XIV

**IRS Options:** This corporation reserves the right to function as an entity pursuant to any Internal Revenue provision, including but not limited to Chapter or Subchapter "S".

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 30 day of August, 1996.

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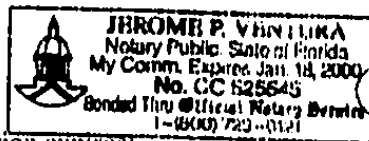
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


  
Edward J. Lawson  
Incorporator

STATE OF FLORIDA :  
COUNTY OF BROWARD:

On the 30 day of August, 1996, before me personally appeared Edward J. Lawson to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the above date.

(SEAL)



  
Notary Public  
State of Florida at Large

My commission expires:

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ATTORNEY ON CALL, INC. at Ft. Lauderdale, Florida at the place designated in the Articles of Incorporation, I, Edward J. Lawson, agree to act in this capacity and agree to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

8/30/96  
Date

  
(Signature of Registered Agent)

P96000075546

**21st CENTURY HOLDING COMPANY**

3201 North Federal Highway, Suite 201  
Fort Lauderdale, Florida 33306  
(954) 564-4300 office  
(954) 564-4373 fax

August 21, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Change of Address for:  
Attorney on Call, Inc.  
Document Number: P96000075546

Please be advised and note that the address for the above-mentioned corporation will be changed on September 1, 1997 to:

2107 South Andrews Avenue  
Fort Lauderdale, Florida 33316

Thank you for your prompt attention to this matter. Please do not hesitate to contact me if you require additional information.

Sincerely,  
ATTORNEY ON CALL, INC.



Robert A. Sandler  
Corporate Officer

KS 8/28