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LAW OFFICES OF
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
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PETER HOWLBY, ACCOUNTANT
DARY LATMAN, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES D. POSESS
DOUGLAS R. NEU
MONA S. WHISS
CISHLE B. ASMAR

September 11, 1996

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

600001945876
-09/12/96--01074--015
****122.50 ****122.50

Re: Paul Rosen, P.A.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$122.50</u>

FILED
95 SEP 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser

TCW:jl
cc: Paul Rosen

SEP 13 1996 BSB

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

Paul Rosen, P.A.

FILED
96 SEP 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Paul Rosen, P.A.. The principal office and mailing address is 9685 Arbor View Drive, Boynton Beach, FL 33437.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose of this corporation is to engage in every aspect of business of rendering the same professional services to the public that a real estate salesperson, duly licensed under the laws of the State of Florida, is authorized to render.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq. .

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

NAME:

Paul Rosen

ADDRESS(ES)

701 SW 15th Street
Boca Raton, FL 33486

ARTICLE IX

The name and address of each incorporator is/are:

NAME(S)

Thomas C. Walser, Esq.

ADDRESS(ES)

7015 Berncast Way, Suite 201
Boca Raton, FL 33433

DATED this 10th day of September, 1996

Thomas C. Walser
Thomas C. Walser, Esq., Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 10th day of September, 1996, by Thomas C. Walser, Esq., who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:

Cathy Lynn Patton
Notary Public

CATHY LYNN PATTON



CONSENT OF REGISTERED AGENT

I, Thomas C. Wilser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Thomas C. Wilser
Thomas C. Wilser, Esq.,
Registered Agent

(corpcor12888att1.pro)

FILED
55 SEP 12 PM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA