

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000081188
CSC networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 104075 4320025

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996

ORDER TIME : 8:32 AM

ORDER NO. : 104075

900001960809

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

DOMESTIC FILING

NAME: ROSENFIELD & ASSOCIATES INC.

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: Danny G. Smith

EXAMINER'S INITIALS:

FILED
96 OCT - 1 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT - 1 AM 10:07
DIVISION OF CORPORATION
10-1-96
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95007-1 PH 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROSENFELD & ASSOCIATES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ROSENFELD & ASSOCIATES INC.

The address of the principal office of this corporation shall be Post Office Box 561625, Miami, Florida 33256, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

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. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sheryl G. Rosenfield Dir.	8137 Southwest 87th Terrace Miami, Florida 33143
Rita P. Glassman Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Sheryl G. Rosenfield 8137 Southwest 87th Terrace
Pres./Sec. Miami, Florida 33143

Rita P. Glassman Same
Executive Vice President

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 1, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

DGS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ROSENFELD & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
(Name)

1500 San Remo Avenue, Suite 125
(P.O. Box or Mail Drop Box **NOT** acceptable)

Coral Gables, FL 33146
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ATRIUM REGISTERED AGENTS, INC.

By: Robert A. Stamen
(Signature)

ROBERT A. STAMEN, Vice President

October 1, 1996
(Date)