

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9172 FAX

800-342-8086

P96000084344



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115836 87551A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.0

ORDER DATE : October 10, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 115836

CUSTOMER NO: 87551A

CUSTOMER: Ms. Liz Jones
LAWRENCE B. JURAN, PA

Suite 100
1200 Corporate Center Way
Wellington, FL 33414

FILED
96 OCT 10 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700001970677

DOMESTIC FILING

NAME: ERIC M. FISCHER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

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96 OCT 10 AM 11:32
DIVISION OF CORPORATION

W-21523
KR 10-10
10.14.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ERIC M. FISCHER, P.A.
Ref. Number: W96000021523

RESUBMIT
Please give original
submission date as file date.

We have received your document for ERIC M. FISCHER, P.A. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 796A00046265

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DIVISION OF CORPORATIONS

P.02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ERIC M. FISCHER, P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **ERIC M. FISCHER, P.A.**

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 2700 W. Cypress Creek Road, Suite B-110, Ft. Lauderdale, Florida 33309. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render. 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, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.01 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Eric M. Fischer, Esq. The street address of the initial registered agent of this corporation is 2700 W. Cypress Creek Road, Suite B-110, Ft. Lauderdale, Florida 33309.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

Eric M. Fischer
2700 W. Cypress Creek Road
Suite B-110
Fort Lauderdale, Florida 33309

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Eric M. Fischer, 2700 W. Cypress Creek Road, Suite B-110, Ft. Lauderdale, Florida 33309.

The undersigned has executed these Articles of Incorporation this 8th day of October, 1996.

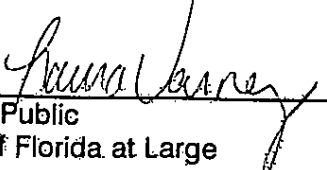

Eric M. Fischer, Incorporator

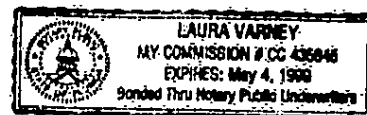
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Eric M. Fischer, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 8th day of October, 1996.

My Commission Expires:


Notary Public
State of Florida at Large

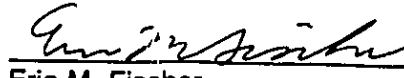


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Eric M. Fischer, P.A.**
2. The name and address of the registered agent and office is: Eric M. Fischer, Esq., 2700 W. Cypress Creek Road, Suite B-110, Ft. Lauderdale, Florida 33309

Registered Agent:


Eric M. Fischer

Dated: October 8, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: October 8, 1996

Registered Agent:


Eric M. Fischer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA