

P96000098866

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Ronald J- Feibus,
P.A.

EFFECTIVE DATE
12-4-96

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 DEC 5 PM 2:25
 TALLAHASSEE

| | C.C. FEE. | DISBURSED |
|--|-------------------|------------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| _____ Corp. Record Search | | |
| _____ Ltd. Partnership File | | |
| <input checked="" type="checkbox"/> Foreign Corp. File | | |
| () Dom. Copy(s) | | |
| _____ Art. of Amend. File | | |
| _____ Dissolution/Withdrawal | | |
| _____ C U S- | | |
| _____ Fictitious Name File | | |
| _____ Name Reservation | 088802022900-1 | |
| _____ Annual Report/Reinstatement | 12/06/96-D105-011 | |
| _____ Reg. Agent Service | *****70.00 | *****70.00 |
| _____ Document Filing | | |
| _____ Corporate Kit | | |
| _____ Vehicle Search | | |
| _____ Driving Record | | |
| _____ Document Retrieval | | |
| _____ UCC 1 or 3 File | | |
| _____ UCC 11 Search | | |
| _____ UCC 11 Retrieval | | |
| _____ File No.'s, _____ Copies | | |
| _____ Courier Service | | |
| _____ Shipping/Handling | | |
| _____ Phone () | | |
| _____ Top Priority | | |
| _____ Express Mail Prep. | | |
| _____ FAX () pgs. | | |
| SUBTOTALS | | |

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------------|-------|-----------|--------------|
| DATE _____ | _____ | _____ | _____ |
| TIME _____ | _____ | _____ | CK No. _____ |
| BY <u>AAJ</u> | _____ | _____ | _____ |

WALK-IN
 Will Pick Up 12-9 1100

| | |
|--------------------------------|--|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

B. REGISTER DEC 6 1996

Please remit Invoice number with payment.
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE
12-4-96

ARTICLES OF INCORPORATION
RONALD J. FEIBUS, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be and is:

RONALD J. FEIBUS, P.A.

ARTICLE II

PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

A. To engage in every phase and aspect of the business of rendering professional services to the public that involve federal social security law and related matters, but such professional services shall be rendered only through officers, employees and agents who are duly licensed to practice federal social security law.

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional social security law services. No shareholder of this corporation shall enter into a voting trust with the authority to exercise the voting power of any or all of his stock.

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TALLAHASSEE, FLORIDA

C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

E. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 100 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

EXISTENCE

This corporation shall have perpetual existence commencing on December 4, 1996.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134, and the initial registered agent of the corporation at that address is Sydney S. Traum.

The principal address of the corporation is 800 North Magnolia Drive, Suite 1210, Orlando, Florida 32803.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name and street address of each of the first members of the Board of Directors are:

| <u>Name</u> | <u>Street Address</u> |
|------------------|--|
| Ronald J. Feibus | 800 North Magnolia Drive Suite 1210 Orlando, Florida 32803 |

The above-named Director is of full age and is a citizen of the United States of America. The aforesaid Director shall hold his office until the first Annual Meeting of the Stockholders or until his successor is elected and has qualified.

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator to the Articles of Incorporation, who is an attorney, duly licensed to render services in the practice of social security law is Sydney S. Traum, whose address is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 .

ARTICLE IX

BYLAWS

The Bylaws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

ARTICLE X

CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the Shareholders 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 by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders 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 Shareholder of this corporation may sell or transfer his shares herein except to another individual who is eligible to be a Shareholder of this

corporation. If any Shareholder becomes legally disqualified to practice social security law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Shareholders.

ARTICLE XII

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.

C. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by an Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

D. This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

(1) a pension plan,
(2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the legal profession,

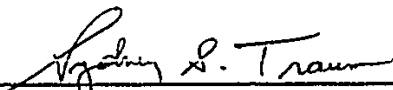
- (3) a stock bonus plan,
(4) a thrift and savings plan,
(5) a restricted stock option plan, or
(6) other retirement or incentive compensation plans.

ARTICLE XIII

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 4th day of December, 1996.



Sydney S. Traum, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept the service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 4 day of December, 1996.

Sydney S. Traum
Sydney S. Traum, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

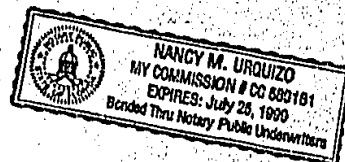
STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of December, 1996 by Sydney S. Traum, who is personally known to me ~~or~~ who has produced _____ as identification.

Nancy M. Urquiza
Notary Public, STATE OF FLORIDA

Print Name: Nancy M. Urquiza

My Commission Expires:

 NANCY M. URQUIZO
MY COMMISSION # CC 680181
EXPIRES: July 25, 1999
Bonded Thru Notary Public Underwriters