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KILLGORE, PEARLMAN, GARDNER, ORNSTEIN & STAMP, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

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CRAIG S. PEARLMAN  
T. GREY SQUIRES  
MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR  
2 ALSO MEMBER OF NEW YORK & TEXAS BAR

December 13, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300002029813--6  
-12/17/96-01009-019  
\*\*\*122.50 \*\*\*122.50

Re: PEARLMAN, GARDNER & ORNSTEIN, P.A.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.  
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,  
ORNSTEIN & STAMP, P.A.

By: Martin F. Stamp

MFS/bob

Enclosures

DEC 17 1996 BSB

EFFECTIVE DATE  
1-1-97

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Martin Stamp  
GAVE  
ON BY PHONE TO  
PRINCIPLE OFFICE  
12/18/96  
BSB  
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FILED

ARTICLES OF INCORPORATION

OF

PEARLMAN, GARDNER & ORNSTEIN, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Services Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE

1-1-97

The name of this corporation shall be PEARLMAN, GARDNER & ORNSTEIN, P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that attorneys duly licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are fully licensed under the laws of the State of Florida to practice law therein.

B. 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 such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time

is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing on the first day of January, 1997.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

PRINCIPLE OFFICE  
940 Highland Avenue  
Orlando, Florida 32802

The name of the initial registered agent of this corporation at the address shall be:

CRAIG S. PEARLMAN

A. The initial number of directors of this corporation shall be three (3).

B. The number of directors may either be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than three (3).

C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual

meeting or at a special meeting called for the purpose of filling such vacancies.

#### ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial member of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Craig S. Pearlman, Esq.	940 Highland Avenue Orlando, Florida 32802	President and Treasurer
Kenneth B. Gardner, Esq.	940 Highland Avenue Orlando, Florida 32802	Vice President and Secretary
Mark L. Ornstein, Esq.	940 Highland Avenue Orlando, Florida 32802	Vice President

#### ARTICLE VIII - SUBSCRIBERS TO ARTICLES

The following is the name and address of the subscriber to these Articles of Incorporation, an attorney duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Craig S. Pearlman	940 Highland Avenue Orlando, Florida 32802

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as attorneys under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal, By-Laws for the management of this corporation and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or

restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE XI - ADDITIONAL CORPORATE POWER

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. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, 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.

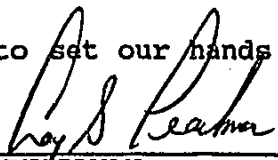
B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder, who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 12th day of December, 1996.

  
\_\_\_\_\_  
CRAIG S. PEARLMAN

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared CRAIG S. PEARLMAN, know to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last

aforesaid this 13<sup>th</sup> day of December, 1996.

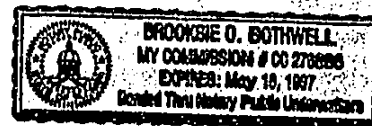
NOTARY PUBLIC:

SIGN: Brooksie O. Bothwell

PRINT: Brooksie O. Bothwell

State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

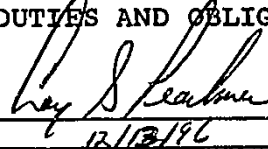
1. The name of the corporation is PEARLMAN, GARDNER & ORNSTEIN, P.A.
2. The name and address of the registered agent and office is:

Craig S. Pearlman  
940 Highland Avenue  
Orlando, Florida 32802.



Title: President and Treasurer  
Date: 12/13/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



Date: 12/13/96

**FILED**  
96 DEC 16 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA