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REFERENCE : 210660 4369500  
AUTHORIZATION : *Patricia Pizich*  
COST LIMIT : \$ 122.50

ORDER DATE : January 6, 1997  
ORDER TIME : 9:01 AM  
ORDER NO. : 210660-005  
CUSTOMER NO: 4369500

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CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT, WILL & EMERY  
  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC FILING

NAME: IRA J. COLEMAN, P.A.

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: Deborah Schroder

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -6 PM 3 32

FILED

DIVISION OF CORPORATION

97 JAN -6  
RECEIVED

1.6.97  
KR

**ARTICLES OF INCORPORATION  
OF  
IRA J. COLEMAN, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

**IRA J. COLEMAN, P.A.**

**ARTICLE II - NATURE OF CORPORATE BUSINESS**

This Corporation, through its officers and employees, shall be authorized to engage in the provision of legal services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such legal services through the Corporation's officers and employees; to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Florida Statutes Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of legal services. This Corporation shall not be authorized to engage in any business other than the provision of legal services.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of Ten Cents (\$.10) per

share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

**ARTICLE IV - INITIAL REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be:

Ira J. Coleman, Esq.  
201 South Biscayne Boulevard  
Suite 2200  
Miami, Florida 33131

**ARTICLE V - BOARD OF DIRECTORS**

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than one (1) director at any time.

**ARTICLE VI - INITIAL DIRECTORS**

The name and post office address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Ira J. Coleman, Esq.	201 South Biscayne Boulevard Suite 2200 Miami, Florida 33131

The initial director shall hold office until the first annual meeting of the shareholders of this Corporation.

**ARTICLE VII - INCORPORATOR**

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ira J. Coleman, Esq.	McDermott, Will & Emery 201 South Biscayne Boulevard Suite 2200 Miami, Florida 33131

**ARTICLE VIII - INCORPORATION OF PROVISIONS OF  
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

**ARTICLE IX - INDEMNIFICATION**


This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

**ARTICLE I - MAILING ADDRESS**

The initial mailing address of this Corporation shall be:

Ira J. Coleman, Esq.  
201 South Biscayne Boulevard  
Suite 2200  
Miami, Florida 33131


THE UNDERSIGNED incorporator, for the purpose of forming a professional service corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated above are true.

  
\_\_\_\_\_  
IRA J. COLEMAN,  
Incorporator

STATE OF FLORIDA) )  
                          ) SS:  
COUNTY OF DADE ) )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared IRA J. COLEMAN, who, as incorporator, executed the foregoing Articles of Incorporation of IRA J. COLEMAN, P.A., a Florida professional service corporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of January, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC JUDITH DIAMOND  
MY COMMISSION # 0021453  
Name: \_\_\_\_\_  
Expires: May 0, 1998  
Bonded Through Public Notaries

JUDITH DIAMOND  
MY COMMISSION # 0021453  
EXPIRES: May 0, 1998  
Bonded Through Public Notaries

My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV 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 OR HER DUTIES.

DATED THIS 2nd DAY OF JANUARY, 1997.

  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA