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- \* BOARD CERTIFIED IN MARITAL AND FAMILY LAW
- \*\* ADMITTED TO THE FLORIDA AND MARYLAND BAR
- \*\* ADMITTED TO THE FLORIDA AND NEW YORK BAR
- \*\* ADMITTED TO THE FLORIDA AND NEW JERSEY BAR

January 2, 1997

Secretary of State  
Bureau of Corporations  
PO BOX 6327  
Tallahassee, FL 32314

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-01/03/97--01167--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: MARK A. BERMAN, C.O., C.PED., INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Mark A. Berman, C.O., C.PED., Inc. as well as a check made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fee. Please file the articles and return one copy to our office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your attention to this matter.

Sincerely,

DICTATED BY MR. MENDELSON BUT SIGNED  
IN HIS ABSENCE TO AVOID DELAY

STEPHEN A. MENDELSON

SAM/oc  
Enclosures

SEC1\SAM\BERMAN\SECRETATE.LTR

FILED  
97 JAN -3 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ON JAN - 9 1997

ARTICLES OF INCORPORATION  
OF  
MARK A. BERMAN, C.O., C.PED., INC.

FILED  
97 JAN -3 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

MARK A. BERMAN, C.O., C.PED., INC.  
4301 Oak Circle Drive  
Suite 8  
Boca Raton, Florida 33431

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Share Par Value	Class of Stock
5,000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 4301 Oak Circle Drive, Suite 8, Boca Raton, Florida, 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **MARK A. BERMAN**.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President: **MARK A. BERMAN**  
4301 Oak Circle Drive  
Suite 8  
Boca Raton, Florida 33431

Secretary/Treasurer: **MARK A. BERMAN**  
4301 Oak Circle Drive  
Suite 8  
Boca Raton, Florida 33431

#### ARTICLE VII

The name and address of the incorporator is:

Mark A. Berman  
4301 Oak Circle Drive  
Suite 8  
Boca Raton, Florida 33431

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director or an officer of such other



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

**MARK A. BERMAN, C.O., C.PED., INC.** desiring to organize under the laws of the State of Florida, has named **MARK A. BERMAN**, 4301 Oak Circle Drive, Suite 8, City of Boca Raton, County of Palm Beach, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
**MARK A. BERMAN**

Dated: December 30, 1996.

**FILED**  
97 JAN -3 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA