

# P97000002392

## 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: Weinberg, Gerber & Co.,  
P.A.

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 \$ \_\_\_\_\_

FILED  
 97 JAN -9 PH 4:00  
 RECEIVED  
 97 JAN -9 PH 2:31  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

JAN - 9 1007

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/9/97	_____	_____
TIME	2:00	_____	CK No. _____
BY	CD	_____	_____

WALK-IN  
 Will Pick Up \_\_\_\_\_

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	***122.50	***122.50
Reg. Agent Service	_____	_____
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.	_____	_____
<b>SUBTOTALS</b>	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
<b>SUBTOTAL</b> .....	\$ _____
PREPAID.....	\$ _____
<b>BALANCE DUE</b> .....	\$ _____

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, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
WEINBERG, GERBER & CO., P.A.

**FILED**  
97 JAN -9 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned being duly licensed to practice accounting in the State of Florida, for the purpose of forming a professional service corporation under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

Article I

Name

The name of the corporation is Weinberg, Gerber & Co., P.A.

Article II

Duration

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Department of State, and thereafter this corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of engaging in the practice of the profession of public accounting and in the transaction of any and all lawful business in furtherance thereof.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its articles of incorporation.

## Article V

### Initial Registered Office and Agent

The street address of the initial registered office and principal office of this corporation is 2450 Hollywood Boulevard, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at the address is Martin Gerber.

## Article VI

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Martin Gerber  
2450 Hollywood Boulevard  
Hollywood, Florida 33020

Aaron Weinberg  
2450 Hollywood Boulevard  
Hollywood, Florida 33020

## Article VII

### Incorporators

The names and addresses of the persons signing these Articles are:

Martin Gerber  
2450 Hollywood Boulevard  
Hollywood, Florida 33020

Aaron Weinberg  
2450 Hollywood Boulevard  
Hollywood, Florida 33020

## Article VIII

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida Professional Services Corporation Act.

### ARTICLE VIIIa.

The principal office and mailing address of this corporation is:

2450 Hollywood Boulevard  
Hollywood, Florida 33020

## Article IX

### Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## Article X

### Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

## Article XI

### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Services Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

## Article XII

### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

By-laws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any by-law adopted by shareholders if the shareholders specifically provide such by-law is not subject to amendment or repeal by the directors.

Article XIV

Preemptive Rights

Each shareholder of the Corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31 day of December, 1996.

INCORPORATORS

  
MARTIN GERBER

  
AARON WEINBERG

FLORIDA SHORT-FORM INDIVIDUAL ACKNOWLEDGMENT (F.S. 695.25)

No. 5181

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this December 31, 1996  
(Date)

by Martin Gerber and Aaron Weinberg, respectively, The

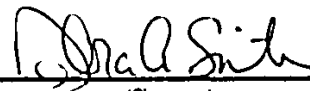
Incorporators, descibed in and who executed the

foregoing Article of Incorporation. They are personally

known to me and did take an oath.



DEBRA A. SMITH  
COMMISSION # CC482920  
EXPIRES SEPT. 4, 1999

  
(Signature)

Notary Public, Commission No. CC 482920

(SEAL ABOVE)

Debra A. Smith

(Name of Notary typed, printed or stamped)

ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to unauthorized document.

THIS CERTIFICATE  
MUST BE ATTACHED  
TO THE DOCUMENT  
DESCRIBED AT RIGHT:

Title or Type of Document Articles of Incorporation, Weinberg, Gerber  
& Co., P.A.

Number of Pages FIVE (5) Date of Document December 31, 1996

Signer(s) Other than Named Above none

FILED

DEC-9 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED

FIRST--THAT WEINBERG, GERBER & CO., P.A.  
(NAME OF CORPORATION)


DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HOLLYWOOD  
STATE OF FLORIDA, HAS NAMED MARTIN GERBER  
(NAME OF REGISTERED AGENT)

LOCATED AT 2450 HOLLYWOOD BOULEVARD, HOLLYWOOD, FLORIDA 33020  
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE  
BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF HOLLYWOOD STATE OF FLORIDA, AS ITS AGENT TO  
(CITY)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

  
MARTIN GERBER

TITLE

PRESIDENT

DATE

December 31, 1996

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
MARTIN GERBER

DATE

December 31, 1996