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STEVEN H. FELDMAN, ESQ.
COURTHOUSE SQUARE BUILDING
SUITE 100-E
200 S.E. 6th STREET
FORT LAUDERDALE, FLORIDA 33301

January 30, 1997

Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SUBJECT: INCORPORATION OF STEVEN H. FELDMAN, P.A.

Dear New Filing Section:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a new Florida Professional Service Corporation to be named STEVEN H. FELDMAN, P.A. pursuant to Section 621, Florida Statutes.

Please provide a certificate of status and a certified copy of these articles.

A check for \$122.50 made payable to the Secretary of State is enclosed.

FROM: *Steven H. Feldman*
STEVEN H. FELDMAN
TITLE: PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:25

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ARTICLES OF INCORPORATION

OF

STEVEN H. FELDMAN, P.A.

(Pursuant to F.S. 621)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.- CORPORATE NAME

The name of this corporation is: STEVEN H. FELDMAN, P.A.

ARTICLE II.- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: Courthouse Square Building, Suite 100E, 200 S.E. 6th Street, Fort Lauderdale, Florida, 33301.

ARTICLE III.- PURPOSE

This corporation is formed for the purpose of rendering professional legal services to the public, which shall consist of consulting and rendering legal advice on any cause or matter whatsoever, including laws, statutes, rules, regulations, contracts, legal principles and other documents or relationships having legal effect; drafting documents and opinions for the purpose of implementing such advice, representation and arrangements; and preparing and managing the prosecution or defense of causes in courts or before other tribunals or agencies. This professional corporation shall exist and function in compliance with the Florida Professional Service Corporation and Limited Liability Act and in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of legal services.

ARTICLE IV.- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of Common Stock with par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE V. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars.

ARTICLE VI. - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the corporation's initial registered agent and office is: STEVEN H. FELDMAN, Suite 100E, 200 S.E. 6th Street, Fort Lauderdale, Florida 33301.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: STEVEN H. FELDMAN, Suite 100E, 200 S.E. 6th Street, Fort Lauderdale, Florida 33301.

ARTICLE VIII. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX. - DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws and in compliance with the statutes.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been

heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of 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 the 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 the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meetings of Stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

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 stockholder's meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of Corporate existence of this corporation shall be upon the filing hereof in the office of the Secretary of State.

The undersigned has executed these Articles of Incorporation on this 30th day of January, 1997.

Steven H. Feldman

STEVEN H. FELDMAN
TITLE: PRESIDENT

**Certificate of Designation and Acceptance of Registered
Agent/Registered Office for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, 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: STEVEN H. FELDMAN, P.A.
2. The name of the registered agent is: STEVEN H. FELDMAN.
3. The address of the registered agent/registered office is:

STEVEN H. FELDMAN

Suite 100E, 200 S.E. 6th Street

Fort Lauderdale, Florida 33301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Steven H. Feldman
STEVEN H. FELDMAN

DATE: 1/30/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:25