

NANCY S. HOLZMAN
2624 N.W. 48th Street
Boca Raton, Florida 33434
(561) 241-2814

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*****122.50 *****122.50

February 20, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32399

RE: NANCY S. HOLZMAN, P.A. - ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find an original and one copy of the executed Articles of Incorporation of Nancy S. Holzman, P.A. Also enclosed is a check in the amount \$122.50 representing the filing fee and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the enclosed self-addressed, stamped envelope I have provided herein.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

Nancy Holzman

NANCY S. HOLZMAN

Enclosures

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FILED
97 FEB 27 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
NANCY S. HOLZMAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is NANCY S. HOLZMAN, P.A. and the mailing address shall be 2646 N.W. 48th Street, Boca Raton, FL 33434.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the 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, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company.

Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2646 N.W. 48th Street, Boca Raton, Florida 33434, and the name of the initial registered agent of this corporation at that address is Nancy S. Holzman, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

NAME	ADDRESS
Nancy S. Holzman	2646 N.W. 48th Street Boca Raton, Florida 33434

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

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

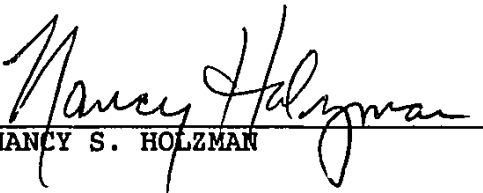
ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
Nancy S. Holzman	2646 N.W. 48th Street Boca Raton, Florida 33434

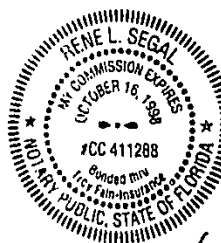

NANCY S. HOLZMAN

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, NANCY S. HOLZMAN, known to me to be the person who executed the foregoing

Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of February, 1997.



Rene L. Segal

Notary Public
State of Florida at Large

My Commission Expires: 10/16/98

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
NANCY S. HOLZMAN, P.A.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for NANCY S. HOLZMAN, P.A., NANCY S. HOLZMAN hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

By: Nancy Holzman
NANCY S. HOLZMAN
2646 N.W. 48TH Street
Boca Raton, FL 33432

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, NANCY S. HOLZMAN, known to me to be the person who executed the foregoing Certificate of Acceptance as Registered Agent, and she acknowledged before me that she executed that Certificate of Acceptance as Registered Agent for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of February, 1997.



Rene L. Segal
Notary Public
State of Florida at Large

Commission Expires 10/16/98