

LAW OFFICES
Haydee De La Rosa-Tolgyesi, P.A.

8770 Sunset Drive, Suite 266

Miami, FL 33173

(305) 271-5903

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March 4, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation of TOLGYESI, KATZ & TARR, P.A.

Dear Sir or Madam:

Enclosed are the following:

1. Two (2) originals of the Articles of Incorporation of TOLGYESI, KATZ & TARR, P.A; and
2. A check in the amount of \$122.50.

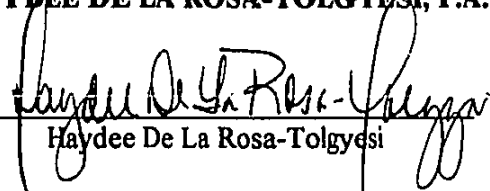
Please stamp one (1) one original of the Articles of Incorporation with the date of filing and return it to me in the self addressed stamped envelope.

If you have any questions with regard to this matter, please contact me at your earliest convenience. Thank you.

Sincerely,

HAYDEE DE LA ROSA-TOLGYESI, P.A.

By:


Haydee De La Rosa-Tolgyesi

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FILED
97 MAR -6 PM 10:21
TALLAHASSEE, FLORIDA

3/10/97
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ARTICLES OF INCORPORATION
OF
TOLGYESI, KATZ & TARR, P.A.

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TOLGYESI, KATZ & TARR, P.A..

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 9629 Sea Turtle Drive, Plantation, Florida 33324. The mailing address of the Corporation is 9629 Sea Turtle Drive, Plantation, Florida 33324.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida. The specific purpose of this professional service corporation shall be the practice of law.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9629 Sea Turtle Drive, Plantation, Florida 33324, and the name of the initial Registered Agent of the Corporation is Louis M. Katz.

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TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation :

NAME

ADDRESS

Louis M. Katz - President	9629 Sea Turtle Drive, Plantation, Florida 33324
Andrew D. Tarr - Vice-President	20515 East Country Club Drive, Unit 1941 Aventura, Florida 33180
Anthony L. Tolgyesi - Secty/Treas.	8770 Sunset Drive, Suite 266, Miami, FL 33173

ARTICLE VII

INCORPORATOR

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

NAME

ADDRESS

Louis M. Katz	9629 Sea Turtle Drive, Plantation, Florida 33324
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ARTICLE VIII

INDEMNIFICATION

The Corporation hereby agrees to indemnify and hold harmless any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 1997.

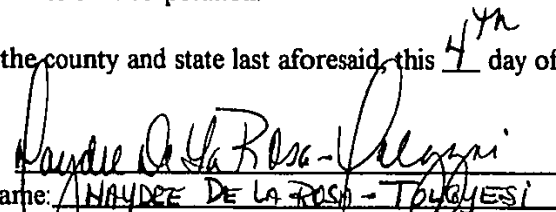


INCORPORATOR - LOUIS M. KATZ

**STATE OF FLORIDA)
COUNTY OF BROWARD)**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared LOUIS M. KATZ, who is personally known to me or who has produced a valid Florida driver's license as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 4th day of March, 1997.


Name: HAYDEE DE LA ROSA - TOLUYESI
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of TOLGYESI, KATZ & TARR, P.A., as made in the foregoing Articles of Incorporation.

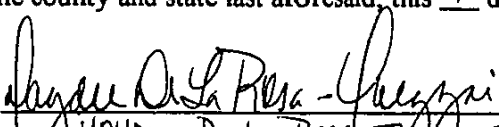
DATE: March 4, 1997

REGISTERED AGENT - LOUIS M. KATZ

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared LOUIS M. KATZ, who is personally known to me or who has produced a valid Florida driver's license as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 4th day of March, 1997.


Name: HAYDEE DE LA ROSA-TOLGYESI
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

