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4/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: AELION & ASSOCIATES. P.A.
AUDIT NUMBER.....H97000006347
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

ACE INDUSTRIES, INC.

SUBJECT: AELION & ASSOCIATES, P.A.
REF: W97000009060

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

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Letter Number: 097A00019855

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

ACE INDUSTRIES, INC.

SUBJECT: AELION & ASSOCIATES, P.A.
REF: W97000009137

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You failed to make the correction(s) requested in our previous letter.

The specific nature of business of the professional association must be stated in the document.

PROFESSIONAL ASSOCIATIONS MUST COMPLY WITH CHAPTER 621 NOT 607 PLEASE CORRECT YOUR DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000006347
Letter Number: 897A00020250

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

of

Aellon & Associates, P.A.

97 APR 21 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of this corporation, under Florida Statute 621, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Aellon & Associates, P.A. The principal place of business and the mailing address of this corporation shall be 4621 Hollywood Boulevard, First Floor, Hollywood, Florida 33021.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida. The purpose of this Professional Association is for the practice of law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

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Prepared by:

ACE INDUSTRIES, INC.

64 NW 11th Street

Miami, FL 33136

305-858-2571

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ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
<i>David Aellon</i> <i>Director</i>	<i>4621 Hollywood Boulevard</i> <i>First Floor</i> <i>Hollywood, Florida 33021</i>

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<i>David Aellon</i> <i>President</i>	<i>4621 Hollywood Boulevard</i> <i>First Floor</i> <i>Hollywood, Florida 33021</i>
<i>David Aellon</i> <i>Vice President</i>	<i>4621 Hollywood Boulevard</i> <i>First Floor</i> <i>Hollywood, Florida 33021</i>

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ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: David Aellon, 4621 Hollywood Boulevard, First Floor, Hollywood, Florida 33021.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is

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imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this ____ day of ____, 1997.

David Aellon
David Aellon, President

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public, personally appeared David Aellon, who produced _____ as identification and/or is well known to be the person described in and who executed the foregoing Articles of Incorporation, as President and a Director of Aellon & Associates, P.A., and, upon oath, acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this ____ day of ____, 1997.

Notary Public

My Commission Expires:

**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

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FOLLOWING SUBMITTED:

FIRST – AELION & ASSOCIATES, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 4621 HOLLYWOOD BOULEVARD, FIRST FLOOR, HOLLYWOOD, FLORIDA 33021, HEREBY NAMES DAVID AELION, AT 4621 HOLLYWOOD BOULEVARD, FIRST FLOOR, HOLLYWOOD, FLORIDA 33021, AS REGISTERED AGENT FOR AELION & ASSOCIATES, P.A.

David Aelion

DAVID AELION

HAVING BEEN NAMED TO ACCEPT SERVICE OR 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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

David Aelion

DAVID AELION
REGISTERED AGENT
DATED: _____

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