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BROAD and CASSEL
ATTORNEYS AT LAW

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BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33394
(954) 784-7080
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TELECOPY (954) 761-8135

April 29, 1997

Secretary of State
Corporate Records Bureau
STATE OF FLORIDA
409 East Gaines Street
Tallahassee, Florida 32399

100002164151--8
-05/02/97--01119--006
****122.50 ****122.50

EFFECTIVE DATE
3-1-97

RE: Thomas J. Palmieri, P.A.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced corporation along with a check in the amount of \$122.50 in payment of the:

- | | |
|---|--------------|
| 1. Certificate of Incorporation filing fee | \$35.00 |
| 2. certified copy of the Certificate of Incorporation fee | 52.50 |
| 3. registered agent's fee | <u>35.00</u> |
| | \$122.50 |

FILED
97 MAY -2 AM 9:50
TALLAHASSEE, FLORIDA

We ask that you return the certified copy of the Certificate of Incorporation to us as soon as possible.

Please note that the effective date should be May 1, 1997.

Very truly yours,

Trish Burke

MAY 6 1997 BSB

TRISH BURKE, Secretary
to Martin R. Press

7777 Glades Road
Boca Raton, Florida 33434
(561) 483-7000
Telecopy (561) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3030

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 655-1100

ARTICLES OF INCORPORATION
OF
THOMAS J. PALMIERI, P.A.

FILED

97 MAY -2 AM 9:50

TALLAHASSEE STATE
FLORIDA

EFFECTIVE DATE
3-1-97

I, the undersigned, hereby for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be Thomas J. Palmieri, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do, viz:

- A. To engage in every phase and aspect of the practice of law and to render professional legal services to any and all persons, firms, corporations and other entities and to the general public in the State of Florida and all of its political

subdivisions and in every jurisdiction and before all courts and public and administrative bodies and otherwise throughout the world unless prohibited by law.

B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the corporation and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation Act of the State of Florida including any subsequent amendments thereto.

D. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

CAPITAL STOCK

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

ARTICLE IV

INITIAL STOCK

The amount of capital stock with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE V

TERM OF EXISTENCE

The corporate existence of the Corporation shall commence on May 1, 1997.

ARTICLE VI

PRINCIPAL OFFICE
OF THE CORPORATION

The initial post office address of the principal office of this corporation in the State of Florida shall be Suite 3000, Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131.

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

ARTICLE VII

INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 3000, Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131, and the name of the initial registered agent of the corporation at that address is Thomas J. Palmieri.

ARTICLE VIII

BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.

B. The corporation shall not have less than one (1) director. The number of directors may be increased or thereafter diminished from time to time by the By-Laws adopted by the stockholders.

C. The members of the Board of Directors of this corporation shall be chosen at the annual meetings of the stockholders but shall never be less than one (1).

D. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders to be held at such time and place as provided for hereinafter by a plurality of the votes cast at such election.

ARTICLE IX

STOCKHOLDERS' MEETING

A. The annual meeting of the stockholders of the corporation shall be held on December 31 of each year.

B. All annual meetings shall be held at the principal office of the corporation unless the Board of Directors shall notify the stockholders to the contrary thirty (30) days prior to any forthcoming annual meeting.

ARTICLE X

BY-LAWS

This corporation's Board of Directors is specifically authorized from time to time to adopt the By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE XI

INITIAL DIRECTORS

The name and street address of the member(s) of the first Board of Directors is as follows:

Thomas J. Palmieri
Suite 3000
Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE XII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, the number of shares which each agrees to take and the aggregate value of said consideration shall be as follows:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Thomas J. Palmieri Suite 3000 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131	100	\$100.00

ARTICLE XIII

INTERESTED OFFICERS AND
DIRECTORS' INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, is a director or officer

or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except for fraud that might otherwise exist from this contracting with this corporation in which he may be in any way interested. Any Director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him of his duties as a director, officer or employee of this corporation shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or

proceeding that such officer, director or employee is liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 1st day of May, 1997.



THOMAS J. PALMIERI

STATE OF FLORIDA)

ss.:

COUNTY OF DADE)

BEFORE ME, a Notary Public in and for said State of Florida, personally appeared THOMAS J. PALMIERI, the person who signed the foregoing Articles of Incorporation and acknowledged the execution

thereof to be his free act and deed for the uses and purposes therein mentioned and who is to me known and known to me or who has produced _____ as identification and who did (did not) take an oath.

NOTARY PUBLIC
State of Florida

Print Name: _____

My Commission Expires: _____


ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
97 MAY -2 AM 9:50
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Thomas J. Palmieri, Esq.