

GOLANT & GOLANT

ATTORNEYS AND COUNSELORS AT LAW

P97000041877

FILED

97 MAY 12 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARGERY E. GOLANT
FLORIDA BAR
PENNSYLVANIA BAR
STUART M. GOLANT
FLORIDA BAR
NEW YORK BAR
PENNSYLVANIA BAR

April 30, 1997

Division of Corporations
409 East Gaines St.
Tallahassee FL 32301

Re: Golant & Associates P.A.

700002163967--2
-05/02/97--01110--003
*****78.75 *****78.75

To Whom This May Concern:

Enclosed please find original and one copy of Articles of Incorporation and acceptance of registered agent for the above referenced.

Also enclosed is my check # 2427 in the amount of seventy eight dollars and seventy five cents (\$78.75) to cover the cost of filing and a certificate. I am also enclosing a addressed and prepaid Federal Express mailer for the return of the documents

Thank you for your cooperation.

Very truly yours,


Stuart M. Golant

W97-10411

Q15-13-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 MAY 12 PM 1:09

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

May 6, 1997

STUART M. GOLANT
10020A MCNAB RD.
TAMARAC, FL 33321

SUBJECT: GOLANT & ASSOCIATES, P.A.
Ref. Number: W97000010411

We have received your document for GOLANT & ASSOCIATES, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 197A00023852

ARTICLES OF INCORPORATION OF GOLANT & ASSOCIATES, P.A.

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law and act as an attorney and counsellor at law, in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is GOLANT & ASSOCIATES, P.A.

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 10020 McNab Rd., City of Tamarac, County of Broward, State of Florida, 33321. The name of the initial registered agent of the corporation, located at that office, is Stuart M. Golant.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV - PURPOSE

The purpose of the corporation is to practice the profession of law and to perform legal services. The sole and exclusive professional service to be rendered by the corporation is providing legal services.

ARTICLE V - CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law or perform the service of legal counsellors is not less than \$5000.00

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following:

ARTICLE VIII - INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name	Address
Margery E. Golant	10020 McNab Rd., Tamarac FL 33321

ARTICLE IX - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

Name	Address
Margery E. Golant	10020 McNab Rd., Tamarac FL 33321
Stuart M. Golant	10020 McNab Rd., Tamarac FL 33321

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be 5 years, or until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - BYLAWS

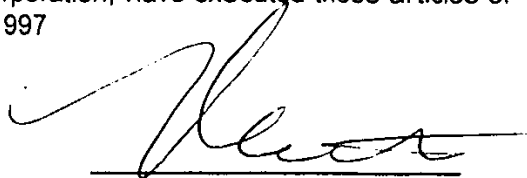
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of 51% of

the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Tamarac, Florida on April 28, 1997



Margery E. Golant

The foregoing instrument was acknowledged before me this 28th day of April, 1997 by Margery E. Golant. She is personally known to me or ~~has produced~~ _____ as identification.


Notary Public

CLAIRE B. KOPPEL
COMMISSION # CC 490358
EXPIRES SEP 28, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

97 MAY 12 PM 1:09

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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: Golant and Associates, P.A.
2. The name and address of the registered agent and office is:

Stuart M. Golant at 10020 McNab Rd., Tamarac FL 33321

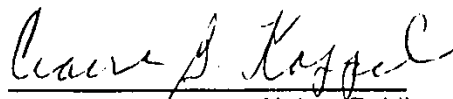
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


STUART M. GOLANT

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this 1st day of May, 1997 by Stuart M. Golant, who is personally known to me or who produced _____ as identification and who did, did not take an oath, and he/she acknowledged before me that he/she executed the foregoing for the purposes intended therein.

In witness whereof I have hereunto set my hand and affixed my seal in the State and County first written above, this 1st day of May, 1997.


Notary Public

ommission expires:



CLAIRE B. KOPPEL
COMMISSION # CC 480358
EXPIRES SEP 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.