

Law Offices of
CRAIG B. COTLER
Attorney At Law

CRAIG B. COTLER

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June 4, 1997

Division of Corporations
Att: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

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FEDEX AIRBILL #4826912775

Re: Articles of Incorporation of Craig B. Cotler, P.A.

Gentlemen:

Please find enclosed an original and copy of the above referenced articles along with a check in the amount of \$122.50 to cover the cost of filing, registered agent fee and a certified copy.

Please file the articles and return a certified copy to the undersigned.

Very truly yours,



Craig B. Cotler

CBC/me
Encl. (3)

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DIVISION OF CORPORATIONS
97 JUN -5 AM 11:01

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CRAIG B. COTLER, P.A.
A PROFESSIONAL CORPORATION

The undersigned, an individual duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation and Limited Liability Company Act adopts the following Articles of Incorporation.

I. NAME

The name of the Corporation is **CRAIG B. COTLER, P.A.**

II. PRINCIPAL OFFICE

The location and address of this Corporation's initial principal office in this State is 8211 West Broward Boulevard, Suite 460, Plantation, Florida 33324.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or

proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, sell, mortgage, pledge, convey, lease, sublease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, limited liability companies, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and

dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of this Corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida.

VI. INCORPORATORS

The name and post office address of the incorporator is:

Name:

Address:

Craig B. Cotler

8211 West Broward Boulevard
Suite 460
Plantation, Florida 33324

VII. DIRECTORS

The Board of Directors shall consist of from one to three members, however, the initial Board shall consist of one director. The number of the directors who shall serve on the Board of Directors shall be determined by the Shareholders. The name and address of the initial member of the Board of Directors is:

Name:

Address:

Craig B. Cotler

8211 West Broward Boulevard
Suite 460
Plantation, Florida 33324

VIII. SHARE STRUCTURE

Number and Type

8.1 The maximum number of shares of stock that the Corporation is authorized to have is 1,000 shares, all common having a par value of \$1.00.

Restrictions on Issuance and Transfer

8.2 No share of stock of this Corporation shall be issued or transferred to any person who is not an attorney, duly licensed to practice law in the State of Florida.

Dividends

8.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law.

Shareholders' Actions

8.4 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$500.00.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the

holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm,

corporation, trust, or other entity is interested shall be disclosed to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

Right to Indemnification

12.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the

defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

12.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on

the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee may, within forty-five (45) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

XIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in this State is 8211 West Broward Boulevard, Suite 460, Plantation, Florida 33324. The initial registered agent at the registered office is Craig B. Cotler.

XIV. ELECTION UNDER PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT

The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, and for the purpose of forming a corporation pursuant to Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation and Limited Liability Company Act, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 4th day of June, 1997, at Plantation, Broward County, Florida.

Craig B. Cotler (SEAL)
CRAIG B. COTLER

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CRAIG B. COTLER to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, this 4th day of June, 1997.

My commission expires:

Notary Public
Print: DAVID HANNAN
State of Florida Large



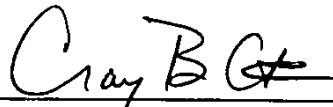
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ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated corporation at the place designated in said Articles, I hereby agree to act in this capacity and agree to comply with the provisions of all applicable statutes relative to the proper and complete performance of my duties.

Dated this 4th day of June, 1997.



CRAIG B. COTLER
REGISTERED AGENT