

ATTORNEYS AT LAW

TODD CASH ALOFS
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DAVID W. FRESSINGER
PARALEGAL

June 5, 1997

★AV* RATED LAW FIRM

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

90000320-1479--7
06/06/97--01093--001
***122.50 ***122.50

Re: Alofs & Russo P.A.

Dear Sirs/Madam:

Enclose please find the original and one copy of the articles of incorporation for the above captioned corporation, together with a check in the sum of \$122.50 payable to the Florida Secretary of State.

Please file the articles and return a certified copy to the undersigned in the enclosed Federal Express envelope at your earliest possible convenience.

Very truly yours,

TCA
TODD C. ALOFS

TCA/jr

Enclosure

JUN 9

BSB

FILED
97 JUN -6 AM 8:04
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALOFS & RUSSO, P.A.

FILED
97 JUN -6 AM 8:04
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, incorporator, a natural person competent to contract and duly licensed to render service as an attorney and counselor at law, hereby organizes and incorporates under the Professional Service Corporation Act, Florida Statute Chapter 621, and Florida Statute 607 not in conflict therewith.

ARTICLE I - Name and Address

The name of this Corporation is: ALOFS & RUSSO, P.A., and the principal place of business and mailing address is 580 Village Boulevard, Suite 260, West Palm Beach, FL 33409.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Stock

The aggregate number of shares which this Corporation shall have authority to issue is 500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VI - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 580 Village Blvd., Suite 260, West Palm Beach, FL 33409, and the name of its initial registered agent at that address is TODD CASH ALOFS.

ARTICLE VII - Directors

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and address of each person to serve as a director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Todd Cash Alofs	580 Village Blvd., Suite 260 West Palm Beach, FL 33409
Gary Russo	580 Village Blvd., Suite 260 West Palm Beach, FL 33409

ARTICLE VIII - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Todd Cash Alofs	580 Village Blvd., Suite 260 West Palm Beach, FL 33409

ARTICLE IX

Common Directors - Transactions Between Corporations

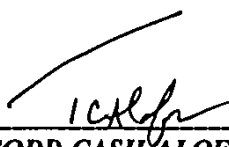
No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 5TH day of June, 1997.



TODD CASH ALOFS,
Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILE
97 JUN -6 AM 8:04
FILE
FLORIDA

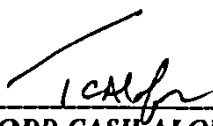
The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

ALOFS & RUSSO, P.A., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 580 Village Blvd., Suite 260, West Palm Beach, Florida 33409, has named TODD CASH ALOFS located at that same address, as its initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 9:00 a.m. to 5:00 p.m. each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 5TH day of June, 1997.



TODD CASH ALOFS
Registered Agent