

P97000052000

June 10, 1997

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: SETH KIMMEL, P.A.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ <u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Seth Kimmel
Enclosures

JUN 12 BSB

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FILED
97 JUN 11 AM 11:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

97 JUN 11 AM 11:30

ARTICLES OF INCORPORATION
OF

STATE
FLORIDA

SETH KIMMEL, P.A.

The undersigned incorporator to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is SETH KIMMEL, P.A.

ARTICLE II
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV
CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 8551 W. Sunrise Blvd. - Suite 100A, Ft. Lauderdale, FL 33322. The name of the initial registered agent at that address is Seth Kimmel.

ARTICLE VI
BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors is:

SETH KIMMEL
8551 W. Sunrise Blvd. - Suite 100A
Ft. Lauderdale, FL 33322

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

SETH KIMMEL
8551 W. Sunrise Blvd. - Suite 100A
Ft. Lauderdale, FL 33322

ARTICLE VIII
RESTRAINT ON ALIENATION OF SHARES

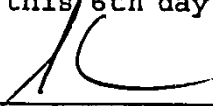
The shareholders of the professional service corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible

to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 6th day of June, 1997.

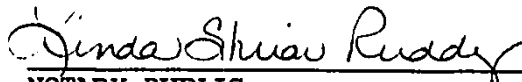


SETH KIMMEL, Incorporator

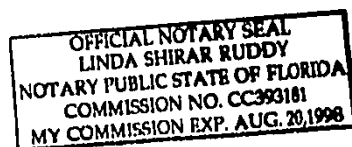
STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SETH KIMMEL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of June, 1997.



NOTARY PUBLIC
My Commission Expires:



DESIGNATION OF REGISTERED AGENT


FOR

SETH KIMMEL, P.A.

FILED
97 JUN 11 AM 11:30
TALLAHASSEE
FLORIDA

In compliance with Section 48.091, Florida Statutes, SETH KIMMEL, P.A. desiring to organize and qualify under the laws of the State of Florida, hereby names SETH KIMMEL located at 8551 W. Sunrise Blvd. - Suite 100A, Ft. Lauderdale, FL 33322 as its agent to accept service of process within Florida.


DATED: June 6, 1997


SETH KIMMEL, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named professional service 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.

DATED: June 6, 1997


SETH KIMMEL
Registered Agent