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6/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: DAVID M. COHEN, P.A.

AUDIT NUMBER.....H97000010459

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..O

PAGES..... 2

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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447-10459

ARTICLES OF INCORPORATION

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Article 1: Name of Corporation DAVID M. COHEN, P.A.
Address of Corporation 17332 SOUTHWEST 35th STREET
MIRAMAR, FLORIDA 33029

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT
and
REGISTERED OFFICE:

DAVID M. COHEN
17332 SOUTHWEST 35th STREET
MIRAMAR, FLORIDA 33029

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent Date 6/25/97

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. DAVID M. COHEN
17332 SOUTHWEST 35th STREET
MIRAMAR, FLORIDA 33029

Article 5: The Name and Address of the INCORPORATOR is:

DAVID M. COHEN
17332 SOUTHWEST 35th STREET
MIRAMAR, FLORIDA 33029

In witness whereof I have subscribed my name


Signature of Incorporator

DAVID M. COHEN

447-10459
Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2871

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Article 6: The nature of business of this Professional Association is to Practice Law in the State of Florida.

Article 7: No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is licensed to practice the profession herein provided and such sale or transfer may be made only after the same has been approved at a stockholder's meeting called for such purpose. If any stockholder shall become disqualified to practice the profession herein provided, be elected to public office or accepts employment which places restrictions or limitations upon the continued rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation or other stockholders in accordance with contractual arrangements between the corporation or by resolution adopted by the stockholders of this corporation.

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