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June 25, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Preferred Risks Associates, Inc.  
Articles of Incorporation

800002223808--5  
-06/26/97--01057--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir/Madam:

Enclosed herewith are the original Articles of Incorporation for the above-referenced name. I have enclosed a check in the amount of \$122.50 as your fee for same.

Thank you for your attention to this matter, and if you have any questions or concerns, please do not hesitate to contact this office.

Sincerely yours,

*Carol-Lee Green*

Carol-Lee Green, Esq.

FILED  
97 JUN 26 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 6/27/97

**FILED**

**97 JUN 26 AM 9:17**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**PREFERRED RISKS ASSOCIATES, INC.**

Arnold M. Cohn, the undersigned, hereby makes, subscribes acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be PREFERRED RISKS ASSOCIATES, INC..

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE III - AUTHORIZED SHARES**

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value as follows: ONE THOUSAND (1,000) at ONE DOLLAR (\$1.00) par value shares.

**ARTICLE IV - INITIAL REGISTERED OFFICE  
AND AGENT AND BUSINESS ADDRESS**

The initial Registered Office of this corporation address shall be located at 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431, and the name of the initial Registered Agent of this corporation at said address shall be: Carol-Lee Green. The business address of this corporation shall be 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431.

## ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director, Arnold M. Cohn, 5315 Monterey Circle, Delray Beach, Florida 33484. The number of persons serving as directors shall never exceed ten.

## ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

- A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.
- B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any office and elect a successor thereto.
- C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.
- D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
- E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## ARTICLE VII

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Arnold M. Cohn, 5315 Monterey Circle, Delray Beach, Florida 33484, (President, Vice-President, Secretary and Treasurer.

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Arnold M. Cohn, 5315 Monterey Circle, Delray Beach, Florida, 33484.

## AMENDMENT IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, Arnold M. Cohn, subscribed to these Articles of Incorporation this 25<sup>th</sup> day of June, 1997.

  
ARNOLD M. COHN

STATE OF FLORIDA           )  
  )  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Arnold M. Cohn, to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, who is personally known to me ( ), who has produced \_\_\_\_\_ as identification and who ( ) did ( ) did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 25 day of June, 1997.

  
Notary Public, State of Florida



CAROL LEE GREEN  
My Commission CG858001  
Expires May. 29, 2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Arnold M. Cohn, desiring organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Carol-Lee Green as its 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 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.

  
CAROL-LEE GREEN

FILED  
97 JUN 26 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA