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DUBOSAR & KIRSNER

A Partnership of Professional Associations

2255 GLADES ROAD

SUITE 300 EAST

BOCA RATON, FLORIDA 33431

97 JUN 30 AM 11:01

TALLAHASSEE, FLORIDA

HOWARD D. DUBOSAR  
MARVIN A. KIRSNER  
L. RACHEL DOLNICK  
SETH A. HONOWITZ

LAWRENCE B. JURAN, P.A.  
(11 Counsel)

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June 25, 1997

Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

100002226701--6  
-06/30/97--01124--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: JEFFREY S. LESLIE, P.A.

Ladies and Gentlemen:

Enclosed are an original and a copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Department of State in the amount of \$122.50, in payment of the following:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

Total \$122.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Patricia A. Cote

Patricia A. Cote, CLA  
Legal Assistant to  
Marvin A. Kirsner

Enclosures

DeptState.Ltr

OK  
7/2/97

**ARTICLES OF INCORPORATION  
OF  
JEFFREY S. LESLIE, P.A.**

**FILED**  
97 JUN 30 AM 11:01  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a certified public accountant duly licensed to render professional accounting services in the State of Florida, desire to form a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607, and 621, of the Florida Statutes.

**Article I - Corporate Name**

The name of this corporation shall be JEFFREY S. LESLIE, P.A.

**Article II - Nature of Business**

The general nature of the business to be transacted by this corporation is: To engage in every phase and aspect of the business of rendering to the public the same professional services that a certified public accountant duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice in such state.

To invest its funds in real estate, mortgages, stock, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or

any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

### Article III - Capital Stock

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice accounting in the State of Florida. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

### Article IV - Term of Existence

This corporation shall exist perpetually unless dissolved according to law.

### Article V - Address of Principal Address

The street address of the principal office of this corporation in the State of Florida shall be 1001 North U.S. Highway One, Suite 600, Jupiter, Florida 33478. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

### Article VI - Number of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one.

### Article VII - First Board of Directors

The name and street address of the member of the first Board of Directors who shall hold office until his successor is elected or appointed is:

#### NAME

Jeffrey S. Leslie, C.P.A.

#### STREET ADDRESS

1001 North U.S. Highway One  
Suite 600  
Jupiter, Florida 33478

#### Article VIII - Subscribers

The name and street address of the subscriber of these Articles of Incorporation is as follows:

##### NAME

Jeffrey S. Leslie, C.P.A.

##### STREET ADDRESS

1001 North U.S. Highway One  
Suite 600  
Jupiter, Florida 33478

#### Article IX - Removal of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders, with or without cause, by the same vote as that required to elect a director.

#### Article X - Restraint on Alienation of Shares

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### Article XI - Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all the following additional powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholder of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan, a thrift and savings plans, a stock option plan, a deferred compensation plan or any other retirement, death benefit or incentive compensation plan.

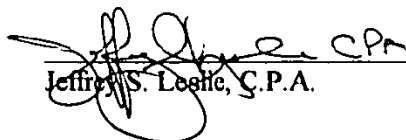
#### Article XII - Registered Agent

The registered agent and registered office of the corporation shall be Jeffrey S. Leslie, C.P.A., 1001 North U.S. Highway One, Suite 600, Jupiter, Florida 33478.

#### Article XIII - Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of June, 1997.

 C.P.A.  
Jeffrey S. Leslie, C.P.A.

STATE OF FLORIDA       )  
                                  )  
COUNTY OF Martin    )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of June, 1997, by JEFFREY S. LESLIE, C.P.A., who is personally known to me [or has produced \_\_\_\_\_ as identification].

B. Jean Langford  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

OFFICIAL NOTARY SEAL  
B JEAN LANGFORD  
NOTARY PUBLIC STATE OF FLORIDA  
(Name of acknowledged person, typed, printed or stamped)  
MY COMMISSION EXP. JULY 30, 1997

\_\_\_\_\_  
(Title or rank (serial number, if any))

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

FILED

07 JUN 90 AM 11:01

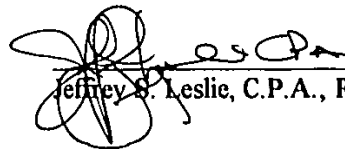
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

FIRST--That JEFFREY S. LESLIE, P.A., desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jupiter,  
County of Palm Beach, State of Florida, has named Jeffrey S. Leslie, C.P.A. as Registered Agent,  
who may be served at the registered office located at 1001 North U.S. Highway One, City of Jupiter,  
County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place  
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.



Jeffrey S. Leslie, C.P.A., Registered Agent