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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ZIBLINSKI, SMITH & CO., P.A.

AUDIT NUMBER.....H97000011796

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

ZIELINSKI, SMITH & CO., P.A.

(A Florida Professional Service Corporation)

ARTICLE I. NAME

The name of this corporation shall be Zielinski, Smith & Co., P.A..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Dept. of State Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

Section A. License

This corporation is specifically formed for rendering the same professional service to the public that any duly licensed Certified Public Accountant, under the laws of this state, is authorized to render.

Section B. Powers

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.
2. Request changes in the Certificate Of Incorporation at any time pursuant to law.

This document was prepared by: Benjamin H. Hahn, Attorney-at-Law, 5100 West Copans Road, Suite #900, Margate, Florida 33063; Ph: (954) 974-9340; FL Bar #311723

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3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the Bylaws, and without the necessity of amending the Certificate Of Incorporation.
4. Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.
5. Purchase and acquire, in accordance with law and the Bylaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

Section C. Conflict Of Interest

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common stock with a par value of (.01).

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Terrence A. Zielinski

7607 Alpina Lane
Parkland, Florida 33067

David A. Smith

11260 N.W. 1st Court
Coral Springs, Florida 33071

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is:

5100 West Copans Road, Suite #400
Margate, Florida 33063

And the address of this corporation's initial registered office shall be:

5100 West Copans Road, Suite #900
Margate, Florida 33063

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Benjamin H. Haire, Attorney-at-Law

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ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Benjamin H. Haire, Attorney-at-Law
5100 West Copans Road, Suite #900
Margate, Florida 33063

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

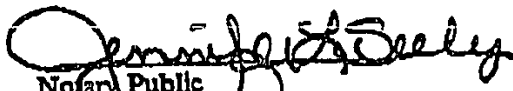

Benjamin H. Haire, Esq. - Incorporator

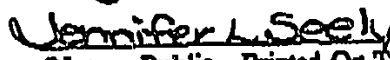
I hereby accept my designation as resident agent and agree to serve as the resident agent of Zielinski, Smith & Co., P.A.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Zielinski, Smith & Co., P.A..


Benjamin H. Haire, Esq. - Registered Agent

State Of Florida
County Of Broward

On July 21, 1997, Benjamin H. Haire, Esq., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Zielinski, Smith & Co., P.A..


Notary Public


(Notary Public - Printed Or Typed Name)
Commission Expiration Date & Commission Number:



JENNIFER L. SEELY
COMMISSION # CCA25634
EXPIRES MAR 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

(SEAL)

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