



THE UNITED STATES  
CORPORATION  
COMPANY

P97000072076

ACCOUNT NO. : 072100000032

REFERENCE : 501106 91324A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1997

ORDER TIME : 9:12 AM

ORDER NO. : 501106-005

CUSTOMER NO: 91324A

CUSTOMER: Robert D. Klausner, Esq  
KLAUSNER & COHEN, PA

Suite 200  
6565 Taft Street  
Hollywood, FL 33024

FILED  
97 AUG 19 AM 11:07  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROBERT D. KLAUSNER, P.A.

500002271105--0

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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97 AUG 19 PM 10:42  
OFFICE OF CORPORATION

00675 - aff. date

SN AUG 19 1997

W97-19140



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 19, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: ROBERT D. KLAUSNER, P.A.  
Ref. Number: W97000019140

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ROBERT D. KLAUSNER, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 797A00041922

RECEIVED  
97 AUG 20 10 00 AM '97  
TALLAHASSEE, FL

EFFECTIVE DATE  
8/18/91

ARTICLES OF INCORPORATION  
OF  
ROBERT D. KLAUSNER, P.A.

Prepared By:  
Robert D. Klausner  
Fla. Bar No. 244082  
6565 Taft Street  
Suite 200  
Hollywood, FL 33024  
**FILED**  
97 AUG 19 AM 11:07  
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is ROBERT D. KLAUSNER, P.A.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 6565 Taft Street, Suite 200, Hollywood, Florida 33024.

ARTICLE III

DURATION

The corporation shall have perpetual existence commencing on the date of signing the Articles of Incorporation by the Incorporator herein.

ARTICLE IV

PURPOSE

This corporation is organized to provide professional services to be rendered by this professional service corporation and shall be as follows, to wit:

(A) To carry on, pursuant to the laws of the State of Florida, the professional services rendered by attorneys, except that the corporation shall not render professional legal services except through its officer, employees and agents who are duly licensed or

otherwise legally authorized to render such professional services within the State of Florida;

(B) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

(C) To borrow money and to contract debts in such amount of amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified time or times or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objection; except that this provision shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act;

(D) To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or

expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

(E) To acquire all or any part of the goodwill rights, property and service of any person, or professional service corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation providing that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional legal services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional service corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired;

(F) To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"): namely, all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, noted and other securities obligations, contracts, certificates of interest, choses in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity,

person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefore its own securities, and while the owner or holder of any such, to exercise all the rights, powers and privileges or ownership or interest in respect thereto; and to promote, manage, participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise take part in and assist in any legal manner, by guaranty or otherwise, to purchase, sale or distribution of any such securities;

(G) To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things

designed to protect, preserve, improve or enhance the value of any such security;

(H) And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporation by the laws of the State of Florida.

#### ARTICLE V

##### CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

#### ARTICLE VI

##### VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

#### ARTICLE VII

##### PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 6565 Taft Street, Suite 200, Hollywood, Florida 33024, and the name of the initial registered agent is JODI W. SCHWARTZ.

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

ROBERT D. KLAUSNER  
6565 Taft Street  
Suite 200  
Hollywood, Florida 33024

## **ARTICLE X**

### **INCORPORATOR**

The name and address of the Incorporator is:

ROBERT D. KLAUSNER  
6565 Taft Street  
Suite 200  
Hollywood, Florida 33024

## **ARTICLE XI**

### **STOCK TRANSFERABILITY**

No shareholders of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the



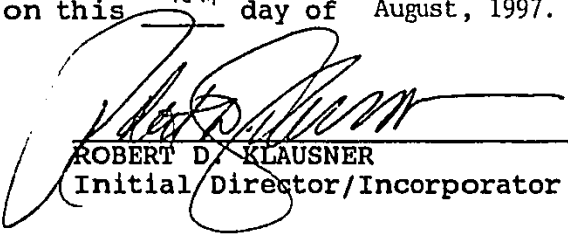
corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

## ARTICLE XII

### STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, placed restrictions or limitations upon his continuing rendering of such professional legal services, to sever all employment with and financial interest in this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption to the corporation, under the terms and conditions to be agreed upon by and between the corporation and the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 18<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
ROBERT D. KLAUSNER  
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida  
Statutes, the following is submitted:

FIRST--That ROBERT D. KLAUSNER, P.A., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at 6565 Taft Street, Suite 200, City of  
Hollywood, State of Florida, has named JODI W. SCHWARTZ, located at  
6565 Taft Street, Suite 200, City of Hollywood, County of Broward,  
State of Florida, as its agent to accept service of process within  
the State of Florida.

SIGNATURE: 

TITLE:

ROBERT D. KLAUSNER  
Incorporator

DATE:

July 2, 1997

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.

SIGNATURE: 

JODI W. SCHWARTZ  
Registered Agent

DATE:

July 2, 1997

FILED

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
STATE OF FLORIDA