

P97000092346  
LAW OFFICES  
MORGAN, CARRATT AND O'CONNOR, P.A.

HARRY G. CARRATT  
FRANCIS D. O'CONNOR  
TERRENCE P. O'CONNOR  
MICHAEL E. O'CONNOR  
GUS H. CARRATT  
CHARLES R. MORGAN  
(RETIRED)

SUITE 500 ADAMS BUILDING  
2601 EAST OAKLAND PARK BOULEVARD  
FORT LAUDERDALE, FLORIDA 33306  
TELEPHONE 565-0501  
AREA CODE 954

October 20, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Sultzter and Associates, Inc.

200002330122--7  
-10/27/97--01065--011  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find original and copy of the Certificate of Incorporation with Designation and Acceptance of Resident Agent for the above-named corporation, along with our check in the amount of \$122.50. Kindly return a certified copy of the Certificate of Incorporation to the undersigned. Thank you.

Sincerely,

MORGAN, CARRATT AND O'CONNOR, P.A.

By:

*Terrence P. O'Connor*  
Terrence P. O'Connor

TPO:lm

Enclosures

cc: Mr. and Mrs. Charles D. Sultzter

*4/10/28/97*

97 OCT 27 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**FILED**

97 OCT 27 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION  
OF  
SULTZER AND ASSOCIATES, INC.**

The undersigned does hereby form a corporation under the laws of the State of Florida by and under the provisions of the Statutes of said State, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I - NAME**

The name of the corporation shall be SULTZER AND ASSOCIATES, INC., and its mailing address is 891 S. W. 55<sup>th</sup> Terrace, Margate, Florida 33068.

**ARTICLE II - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - STATED CAPITAL**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock having a par value of Ten Cents (\$.10) per share. All of the shares of capital stock of the corporation are to be issued fully paid and non-assessable.

The capital stock of this corporation may be paid for in money, property, labor or services, at a just valuation to be fixed by the Board of Directors. Stock in other corporations, or interests in other businesses, may be purchased by the

corporation in return for the issuance of its capital stock, and the number of shares of stock of the corporation to be given as consideration for the stock of other corporations or interests in other businesses shall be determined by the Board of Directors of the corporation at a just valuation.

#### ARTICLE IV - DURATION

The existence of this corporation shall be perpetual.

#### ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida until same is changed by authority and direction of the Board of Directors shall be as follows: 2601 E. Oakland Park Boulevard, Suite 500, Fort Lauderdale, Florida 33306.

The initial registered agent is Terrence P. O'Connor.

#### ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be initially managed by a Board of Directors consisting of two (2) members. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than the number required by law. No decrease in the number of directors shall shorten the term of any incumbent director. A quorum for the holding of a meeting of the Board of Directors on behalf of the corporation shall be by a majority of the members thereof. The directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held,

pursuant to call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws of the corporation, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and shall have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Linda M. Sultzer	891 S. W. 55 <sup>th</sup> Terrace Margate, FL 33068
Charles D. Sultzer	891 S. W. 55 <sup>th</sup> Terrace Margate, FL 33068

#### ARTICLE VII INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Charles D. Sultzer	891 S. W. 55 <sup>th</sup> Terrace Margate, Florida 33068

#### ARTICLE VIII - STOCK TRANSFERS

The stockholders of the corporation are authorized to enter into agreements among themselves limiting the transferability and assignability of their shares of stock of the corporation, and/or conferring upon each other pre-emptive rights of purchase of stock owned by them in the corporation as a condition precedent to the sale of their shares of stock, and any such agreement of which the corporation has notice shall be recognized and observed by the directors, officers and agents of the corporation.

ARTICLE IX - BY-LAWS

The initial by-laws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with these Articles of Incorporation.

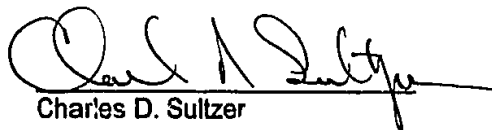
ARTICLE X - REMOVAL

At a special meeting of the shareholders expressly called for that purpose, any director or the entire Board of Directors may be removed with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XI- AMENDMENT

The corporation reserves the right from time to time to amend, alter, or repeal any provision in the Articles of Incorporation in any manner now or hereafter permitted by any applicable statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13  
day of OCTOBER, 1997.

  
Charles D. Sultzer

STATE OF FLORIDA

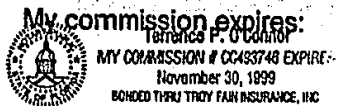
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, this day personally appeared, CHARLES D. SULTZER, who produced is personally known as identification, and who executed the foregoing agreement, and he/she



agreement, and he acknowledged before me that he executed same for the purposes therein expressed, and that the statements contained therein are true.

WITNESS my hand and official seal in the State and County last aforesaid this 13 day of October, 1997.



Terrence P. O'Connor  
Notary Public

ACCEPTANCE

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

Terrence P. O'Connor  
Registered Agent

FILED  
91 OCT 27 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA