

P9700097045

LANGER & THORNE

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

FILED

LAWRENCE J. LANGER  
BOARD CERTIFIED  
WORKERS' COMPENSATION

PATRICIA E. THORNE

97 NOV 10 AM 8:38  
163 SOUTH CONGRESS AVENUE  
LAKE WORTH, FLORIDA 33461  
(561) 439-1600

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
625 SOUTH MAIN STREET  
BELLE GLADE, FLORIDA 33430  
(561) 996-1449

November 5, 1997

PLEASE REPLY TO:  
LAKE WORTH OFFICE

Department of State  
Division of Corporations  
409 East Gaines Street  
"The Old Jail"  
Tallahassee, Florida 32399

200002343672--6  
-11/10/97--01176--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Lawrence Langer, P.A.

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Certificate of Incorporation for the above-named corporation. In addition, enclosed is a check in the amount of \$70.00, which represents the following fees:

Filing fee	\$35.00
Registered Agent Fee	<u>35.00</u>
Total	\$70.00

Please file the original of the enclosed Certificate of Incorporation and return a copy of the Certificate of Incorporation to my office, marked with your "DATE RECEIVED" stamp, in the envelope provided.  
certified copy to my office.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

Lawrence J. Langer, Esquire

LJL/sb

Enclosures

*Lawrence Langer* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article III*  
DATE *11/10/97*  
DOC. # *2343672*

NOV 13 1997  
P-Hall

**CERTIFICATE OF INCORPORATION  
OF**

**LAWRENCE LANGER, P.A.**

**FILED**

**97 NOV 10 AM 8:38**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned, subscribed to this Certificate of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is LAWRENCE LANGER, P.A.

**ARTICLE II  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purposes for which the corporation is organized are:

(a) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

(b) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(c) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(d) To sue and be sued, complain and defend in its corporate name, in all actions or proceedings.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

Lawrence J. Langer, Esquire  
Florida Bar No.: 170287  
4163 South Congress Avenue  
Lake Worth, Florida 33461  
(561) 439-1600

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To lend money and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes.

(h) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without the state.

(m) To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation.

(n) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(o) To make donations for the public welfare or for charitable, scientific or educational purposes.

(p) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to affect its purposes.

(t) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The specific purpose of this corporation is in the practice of law.

#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each share having the par value of \$1.00. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

#### **ARTICLE V INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

#### **ARTICLE VI ADDRESS**

The initial street address of the principal office of this corporation is to be at 400 Executive Center Drive, Suite 210, West Palm Beach, Florida 33401.

The Board of Directors may from time to time designate such other address and place for its principal office of this corporation as it may see fit.

#### **ARTICLE VII DIRECTORS**

The number of directors of this corporation shall be as provided by the bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the bylaws.

#### **ARTICLE VIII INITIAL DIRECTORS**

The name and address of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the bylaws of this corporation, and the laws of Florida, shall hold office until his successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for

in the bylaws, is as follows:

<u>Name</u>	<u>Address</u>
Lawrence Langer	17 Glen Gary Road Palm Beach Gardens, FL 33418

#### **ARTICLE IX SUBSCRIBER**

The name and address of the subscriber to the Certificate of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Lawrence Langer	17 Glen Gary Road Palm Beach Gardens, FL 33418

#### **ARTICLE X INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 400 Executive Center Drive, Suite 210, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is Lawrence Langer.

#### **ARTICLE XI BYLAWS**

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

#### **ARTICLE XII CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the shareholders.

#### **ARTICLE XIII MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### **ARTICLE XIV ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XV  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVI  
AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of November, 1997.

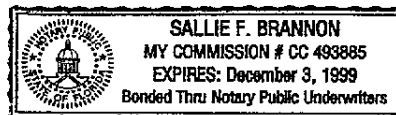
Lawrence Langer

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of November, 1997, by Lawrence Langer, who is personally known to me and did take an oath.

Sallie F. Brannon  
NOTARY PUBLIC SALLIE F. BRANNON

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

FILED

I, Lawrence Langer, do hereby accept the designation of  
Registered Agent for:

LAWRENCE LANGER, P.A.

97 NOV 10 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Lawrence Langer*

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this  
5th day of November, 1997, by Lawrence Langer,  
personally known to me and who did take an oath.

*Sallie F. Brannon*  
NOTARY PUBLIC

My commission expires:

