

**P98000001027**

LAW OFFICES  
**KORMAN, SCHORR & WAGENHEIM**  
PROFESSIONAL ASSOCIATION

DONALD G. KORMAN  
STEPHEN A. SCHORR  
RICHARD L. WAGENHEIM\*  
THOMAS S. EUSTIS

\* BOARD CERTIFIED IN WORKERS' COMPENSATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 1:14  
SUITE 400  
THE DART BUILDING  
2101 NORTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33311  
TELEPHONE (954) 564-4800  
FAX (954) 564-5493

December 30, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
1-1-98

100002388121--1  
-01/02/98--01023--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
RICHARD SCHWARTZ SALES, INC.  
Our File No.: SAS-9888


Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the Articles of Incorporation for a new corporation - Richard Schwartz Sales, Inc.

Please provide our office with a certified copy of the Articles of Incorporation along with the assigned document number. Enclosed is a self-addressed, stamped envelope for your convenience together with our check in the sum of \$122.50 in payment of the filing fee.

Should any further information be required, please feel free to contact us immediately. Thank you for your assistance.

Sincerely,

  
Karen L. Lucas  
Legal Assistant to  
Stephen A. Schorr

/kl

Enclosures

D. BROWN JAN - 6 1998

EFFECTIVE DATE  
1-1-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 1:14

ARTICLES OF INCORPORATION  
OF  
RICHARD SCHWARTZ SALES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RICHARD SCHWARTZ SALES, INC.

ARTICLE II - EFFECTIVE DATE

The effective date of this corporation shall be January 1, 1998. This corporation is to exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2101 North Andrews Avenue  
Suite 400  
Fort Lauderdale, Florida 33311

ARTICLE IV. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1 par value per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 2101 N. Andrews Avenue, Suite 400, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Stephen A. Schorr, Esquire.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors, initially. The names and street addresses of the initial members of the Board of Directors are:

RICHARD SCHWARTZ  
2502 Carambola Circle, N.  
Coconut Creek, Florida 33066

ANDREA SCHWARTZ  
2502 Carambola Circle, N.  
Coconut Creek, Florida 33066

**ARTICLE VIII. INITIAL OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RICHARD SCHWARTZ, President  
2502 Carambola Circle, N.  
Coconut Creek, Florida 33066

ANDREA SCHWARTZ, Vice President/Secretary/Treasurer  
2502 Carambola Circle, N.  
Coconut Creek, Florida 33066

**ARTICLE IX. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

RICHARD SCHWARTZ  
2502 Carambola Circle, N.  
Coconut Creek, Florida 33066

#### ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized or issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

#### ARTICLE XI. CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

#### ARTICLE XII. INDEMNIFICATION

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

#### ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

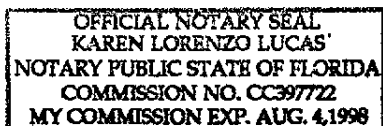
IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 30 day of December, 1997.

  
\_\_\_\_\_  
RICHARD SCHWARTZ, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 1:14

The foregoing Articles of Incorporation was acknowledged before me this 30 day of December, 1997 by RICHARD SCHWARTZ, who is personally known to me or who produced \_\_\_\_\_ as identification.



Karen Lorenzo Lucas  
Print Name: KAREN LORENZO LUCAS  
Notary Public, State of Florida

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That RICHARD SCHWARTZ SALES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2101 North Andrews Avenue, Suite 400, Fort Lauderdale, Florida 33311, has named STEPHEN A. SCHORR, as its agent to accept service of process within Florida.

Dated: December 30, 1997 Richard Schwartz  
RICHARD SCHWARTZ, Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Stephen A. Schorr  
STEPHEN A. SCHORR, Registered Agent

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