

JAN.26.1998

3:55 PM

UNB.SLC

NO.861

P.2/6

P98000007999

1/26/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:30 PM

((H98000001670 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN  
CONTACT: MARY FAWKES  
PHONE: (305)358-4222

ACCT#: 075444001523

FAX #: (305)358-0602

NAME: COBB & EBIN P.A.

AUDIT NUMBER.....H98000001670

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP\* VT102 \* FDX \* 9600 E71 \* LOG CLOSED \* PRINT OFF \*

FILED  
98 JAN 26 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JAN 26 PM 4:22  
DIVISION OF CORPORATIONS

me 1/27/98

SCHARLIN, LANZETTA, COHEN, COBB & EBIN  
SUITE 400 - UNITED NATIONAL BANK BUILDING  
1399 S.W. FIRST AVENUE  
MIAMI, FL 33130  
(305) 358-4222  
FAX 358-0602

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Secretary of State

ATTENTION: Div. of Corporations - Electronic Filing Section

TELECOPY #: 904-922-4000

FROM: \_\_\_\_\_

RE: \_\_\_\_\_

DATE SENT: January 26, 1998 TIME SENT: \_\_\_\_\_

FILE #: \_\_\_\_\_

NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 6

*Alone Jacobs*  
TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: \_\_\_\_\_

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately return the original message to us at the above address via the U.S. Postal Service. Thank you.

H98000001670

FILED

ARTICLES OF INCORPORATION 98 JAN 26 AM 8:16  
OF  
COBB & EBIN P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is Cobb & Ebin P.A. (the "Corporation").

ARTICLE II- Purpose

The Corporation is organized for the purposes of providing legal services and transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 100,000 shares of US\$.001 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of this Corporation is:

Linda Ebin  
1399 SW First Avenue  
Miami, FL 33130

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

1399 SW First Avenue  
Miami, FL 33130

H98000001670

H98000001670

**ARTICLE VI - Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Linda Ebin	1399 SW First Avenue Miami, FL 33130

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**ARTICLE VIII - Director-Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such

H98000001670

contract or transaction.

**ARTICLE IX - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE X - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE XI - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 26th day of January, 1998.

  
Linda Ebin  
Incorporator

H98000001670

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COBB & EBIN P.A. at the place designated in the Articles of Incorporation, Linda Ebin agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501, Fla. Stat. (1997), relative to keeping open such office until such time as it shall notify the Corporation of her resignation.

Dated this 26th day of January, 1998.

  
\_\_\_\_\_  
Linda Ebin

X:\LW\CEE\AOT-CEE

FILED  
98 JAN 26 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98000001670