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Greenberg & Schilian, P.A.
1098 N.W. Boca Raton Boulevard
Suite #1
Boca Raton, Florida 33432

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

2-2-98
WJ

ARTICLES OF INCORPORATION

OF

GREENBERG & SCHILIAN, P.A.

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The undersigned, being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes).

FIRST: The name of the professional service corporation (hereinafter called the "corporation") is Greenberg & Schilian, P.A..

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

(a) To engage in every phase and aspect of the practice of Law.

(b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of the professional services described in this Article.

(c) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

FOURTH: This corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

SIXTH: Shares of the corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally qualified to practice law in the State of Florida.

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to

grant for the purchase of shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration; and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The address of the initial registered office of the corporation in the State of Florida is 1098 N.W. Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33432, and the name of its initial registered agent at said address is Jeffrey L. Greenberg.

NINTH: The address of the principal office of the corporation is 1098 N.W. Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33432.

TENTH: The number of directors constituting the initial Board of Directors is two (2). Subsequently, the number of directors shall be determined in accordance with the By-Laws of the corporation.

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey L. Greenberg	1098 N.W. Boca Raton Boulevard Suite 1 Boca Raton, Florida 33432
Gerald Schilian	1098 N.W. Boca Raton Boulevard Suite 1 Boca Raton, Florida 33432

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

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey L. Greenberg	1098 N.W. Boca Raton Boulevard Suite 1 Boca Raton, Florida 33432

TWELFTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented (except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and

sections of the Professional Service Corporation Act shall take precedence over the provisions and sections of the Florida General Corporation Act), and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

THIRTEENTH: The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

FOURTEENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on January 19, 1998, in the City of Boca Raton, Florida.


JEFFREY L. GREENBERG

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is GREENBERG & SCHILIAN, P.A.
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg
1098 N.W. Boca Raton Boulevard
Suite 1
Boca Raton, Florida 33432



Jeffrey L. Greenberg
INCORPORATOR

Date: January 18, 1998

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (SUPP. 1993).



Signature of Registered Agent

Date: January 18, 1998

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