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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEBRUARY 13, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32301

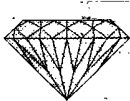
Re: Ronnie Silbersweig LMHC, PA.

Dear Sir or Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation, and a registered agents certificate. Also enclosed is our check in the sum of \$122.50 for your filing fee.

Please file the Articles of Incorporation to commence corporate existence and return the certified copy of the Articles of Incorporation to our office at the earliest convenience.

Thank You for your attention to this matter.



21st Century  
Jewelry, Inc.

262 S.W. 12TH AVENUE  
DEERFIELD BEACH, FL 33442

954) 422-9551

Yours Very Truly,

x Ronnie Silbersweig  
Ronnie Silbersweig - President

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\*\*\*122.50 \*\*\*122.50

Ronnie Silbersweig GAVE

AUTHORIZATION BY PHONE TO  
CORRECT Article # IS  
DATE and acceptance as RA -  
DOC. EXAM. CH

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ARTICLES OF INCORPORATION

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OF

RONNIE SILBERSWEIG LMHC, PA.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribor to these Articles of Incorporation, natural persons, competent to contract, and LMHC's duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Ronnie Silbersweig LMHC, PA. , and the corporation's principal address shall be 10271 NW 17 St, Coral Springs, Fl. 33071.

ARTICLE II

The general nature of the business to be transacted by the corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a Licensed Medical Health Counselor duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the law of the State of Florida to engage in the business of real LMHC's therein.

(b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to be a LMHC in the State of Florida.

ARTICLE IV

The amount of capital with which the corporation will begin business is \$100.00.

ARTICLE V

The corporation is to exist perpetually and is to commence existence upon filing.

ARTICLE VI

The initial post office address of the principal office of the corporation in the State of Florida is 10271 NW 17 St., Coral Springs, Fl. 33071. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire board shall be one, and subject to such minimum may be increased from time to time by amendment of the bylaws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VIII

The name and street address of the first Board of Director is:

Ronnie Silbersweig      10271 NW 17 St.  
Coral Springs, Fl. 33071

ARTICLE IX

The name and street address of the person signing the Articles of Incorporation as a subscriber, who is a LMHC, duly licensed under the laws of the State of Florida to render services as such, the number of shares she agrees to take and the value of the consideration therefor are:

Name	Address	No. of Shares	Consideration
Ronnie Silbersweig	10271 NW 17 St. Coral Springs, Fl.	100	\$ 100.00

ARTICLE X

No contract or other transaction between the corporation shall be affected by the fact that any director of the corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm or corporation and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

## ARTICLE XI

The shareholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice realty in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws adopted by the shareholders.

## ARTICLE XII

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional LMHC services.

(b) To deny to the holders of the common shares of the corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following:

- (1) A Pension Plan
- (2) A Profit-Sharing Plan
- (3) A Stock Bonus Plan
- (4) A Thrift and Savings Plan
- (5) A Restricted Stock Option Plan
- (6) Other Retirement or Incentive Compensation Plan
- (7) Medical Reimbursement Plan

#### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

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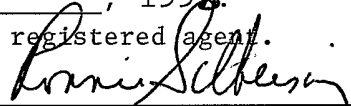
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XIV

The initial registered office of the corporation shall be 10271 NW 17 St., Coral Springs, Fl. 33071, the initial registered agent of the corporation whose business office is at such address is Ronnie Silbersweig.

IN WITNESS WHEREOF, we, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 12 day of JANUARY, 1998.

I hereby accept the duties and responsibilities as registered agent.

  
\_\_\_\_\_  
Ronnie Silbersweig  
Incorporator / Registered Agent

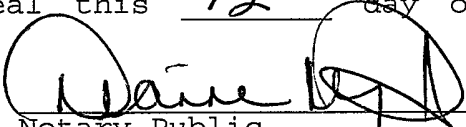
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorize to take acknowledgements and administer oaths, personally appeared Ronnie Silbersweig. Silbersweig, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. 5416-736-48-647-0, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 12 day of January, 1998.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



DIANNE M PIERRO  
My Commission CC356668  
Expires Mar. 16, 1998  
Bonded by HAI  
800-422-1555