

P98000023895

KAHLI & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
ONE FINANCIAL PLAZA, SUITE 2110
FORT LAUDERDALE, FL 33394
TEL 954-463-4444 FAX 954-462-1040

March 10, 1998

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

000002453880--3
-03/11/98-01069-018
****122.50 ****122.50

Re: Articles of Incorporation
Of
Ruggiero & Duberstein Glenn, P.A.

Please find enclosed the articles of incorporation for the above mentioned company, Ruggiero & Duberstein Glenn, P.A. and check in the amount of \$122.50 for said fee and charges.

Also enclosed is a Federal Express air bill for the executed incorporation to be returned.

Should there be any questions, please call me at the above listed telephone number.

Sincerely



Stacy Hazard
For the Company

/encl.

Dmp
3/12/98

FILED
98 MAR 11 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAR 11 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RUGGIERO & DUBERSTEIN GLENN, P.A.

The undersigned persons, have associated themselves for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **RUGGIERO & DUBERSTEIN GLENN, P.A.**

ARTICLE II DURATION

The duration of this corporation shall be perpetually or until dissolved by due process of law.

ARTICLE III PURPOSE AND POWERS

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time, and specifically but not in limitation thereof, the purpose of and practice of law.

ARTICLE IV PRINCIPLE OFFICE

Principle place of business shall be:

1 Financial Plaza, Suite 2110

Fort Lauderdale, FL 33394

Mailing address of business shall be:

1 Financial Plaza, Suite 2110

Fort Lauderdale, FL 33394

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William Ruggiero

1 Financial Plaza, Suite 2110

Fort Lauderdale, FL 33394

ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the bylaws, and whose names are:

Name	Address
William Ruggiero	1 Financial Plaza, Suite 2110 Fort Lauderdale, FL 33394
Leslie Duberstein Glenn	1 Financial Plaza, Suite 2110 Fort Lauderdale, FL 33394

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

William Ruggiero
1 Financial Plaza, Suite 2110
Fort Lauderdale, FL 33394

ARTICLE VIII CAPITAL STOCK

The authorized capital stock of the corporation shall be 1,000 shares of one (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

A) Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value to the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquitted in exchange for capital stock.

B) The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

ARTICLE IX PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE X OTHER PROVISIONS

A) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of such other corporation.

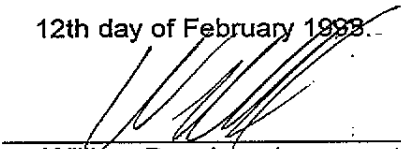
B) Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

C) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now of hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

D) The Corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

12th day of February 1993.



William Ruggiero, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

98 MAR 11 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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.

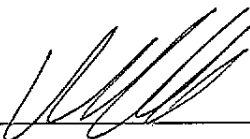
1. The name of the corporation is: RUGGIERO & DUBERSTEIN GLENN, P.A.
2. The name and address of the registered agent and office is:

William Ruggiero

1 Financial Plaza, Suite 2110

Fort Lauderdale, FL 33394

Signature: _____



Title: _____

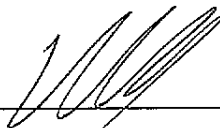
President

Date: _____

February 12, 1998

Having been named as registered agent and 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 obligation of my position as registered agent.

Signature: _____



Date: _____

February 12, 1998