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LAW OFFICES OF

HARVEY JAY SCHOLL

ATTORNEYS & COUNSELORS AT LAW

2000 GLADES ROAD • SUITE 110 • BOCA RATON, FL 33431

PHONE: (561) 750-4280 FAX: (561) 392-6877

EFFECTIVE DATE

3/20/98

HARVEY SCHOLL

OF COUNSEL:

STEPHEN F. BEINER (LICENSED TO PRACTICE IN FL AND NY)

HARVEY A. NUSSBAUM

PETER TICKTIN

March 20, 1998

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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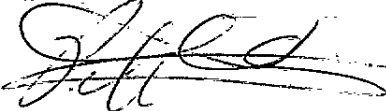
\*\*\*\*131.25 \*\*\*\*131.25

Re: ANELLA & COMPANY, INC.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation together with the required fee of \$131.50. Please return a certified copy of the Articles and Certificateto me at your convenience.

Sincerely



PETER TICKTIN, ESQ.

HS/pbs

*Harvey* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Reading art, certif*  
DATE *3/25/98*  
DOC. EXAM *T.A.*

FILED  
98 MAR 23 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/25/98-T.A.

EFFECTIVE DATE  
3/20/98

**ARTICLES OF INCORPORATION  
OF  
ANELLA & COMPANY, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and address of the corporation shall be:

ANELLA & COMPANY, INC.  
1023 Casuarina #5  
Delray Beach, FL 33483

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98 MAR 23 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

The corporation shall commence its perpetual existence on March 20, 1998.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares		
<u>Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

**ARTICLE V**

The amount of capital with which this corporation will begin doing business shall be an amount not less than One Thousand Dollars (\$1,000).

**ARTICLE VI**

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

HARVEY J. SCHOLL  
2000 Glades Road - Suite 110  
Boca Raton, FL 33431

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

The name and address of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

HARVEY J. SCHOLL  
2000 Glades Road - Suite 110  
Boca Raton, FL 33431

ARTICLE VIII

The name and address of the incorporator is:

James R. Anella  
1023 Casuarina #5  
Delray Beach, FL 33483

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of the shareholders and upon dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereinafter enacted.

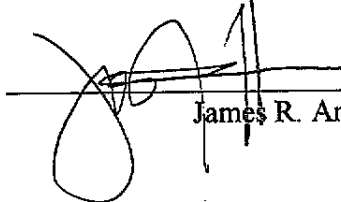
ARTICLE XI

The initial officers of the corporation are:

Chairman of the Board  
President

Albert A. Anella  
Harvey Scholl

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 17th day of March, 1998.

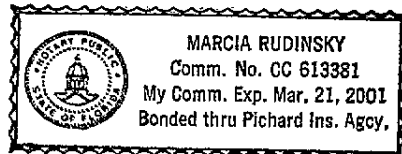
  
James R. Anella

State of Florida  
County of Palm Beach

The foregoing instrument was acknowledged before me this 17th day of March, 1998 by HARVEY J. SCHOLL, who is personally known to me or who has produced his/her \_\_\_\_\_ as identification and who did take an oath.

My Commission Expires:

  
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

\*\*\*\*\*

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said act:

ANELLA & COMPANY, INC. desiring to organize under the Laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation at 2000 Glades Road -  
Suite 110, Boca Raton, FL 33431 has named HARVEY J. SCHOLL as its agent to accept  
service of process within this State.

ACKNOWLEDGEMENT:

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 agree to  
comply with the provisions of said Act relative to keeping said office open.



HARVEY J. SCHOLL

FILED  
98 MAR 23 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA