

3/25/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:53 AM

P98000027692

((H98000005754 0))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001  
FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: IAN J. SANDLER & ASSOCIATES, INC.  
AUDIT NUMBER.....H98000005754  
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>:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 12:43

3-25-98  
25

H98000005754

**ARTICLES OF INCORPORATION**  
**OF**  
**IAN J. SANDLER & ASSOCIATES, INC.**  
**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be IAN J. SANDLER & ASSOCIATES, INC.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS OF CORPORATION**  
**AND REGISTERED AGENT**

The street and mailing address of the principal office of this corporation shall be 10160 Avenida Del Rio, Delray Beach, Florida 33446. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 10160 Avenida Del Rio, Delray Beach, Florida 33446.

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 12:43

H98000005754

**ARTICLE V - REGISTERED AGENT**

The name of the initial registered agent of the corporation is Ian J. Sandler.

**ARTICLE VI - BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation shall be two (2).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ian J. Sandler	10160 Avenida Del Rio Delray Beach, Florida 33446
Carol Sandler	10160 Avenida Del Rio Delray Beach, Florida 33446

**ARTICLE VII - INCORPORATOR TO ARTICLES**

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ian J. Sandler	10160 Avenida Del Rio Delray Beach, Florida 33446

**ARTICLE VIII - RESTRICTIONS ON TRANSFERS**


No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H98000005754

such change of legal or beneficial ownership or interest, as the case may be, in the corporate records. The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or of any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporation's election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 25 day of March, 1998.

  
\_\_\_\_\_  
Ian J. Sandler


Prepared by: Glen A. Stanke, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H98000005754

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Ian J. Sandler, hereby accept the appointment as the registered agent of IAN J. SANDLER & ASSOCIATES, Inc., as made in the foregoing Articles of Incorporation.

Dated: March 25<sup>th</sup>, 1998

  
Ian J. Sandler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 12:43

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660