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NAME: ROBERT J. NEMROW, P.A.

AUDIT NUMBER.....H98000007384

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April 22, 1998

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ARTICLES OF INCORPORATION

OF

ROBERT J. NEMROW, P.A.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a Professional Service Corporation under the Professional Service Corporation and Limited Liability Act., F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Professional Service Corporation is **ROBERT J. NEMROW, P.A.**

ARTICLE II

DURATION

The duration of the Professional Service Corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence on April 21, 1998.

ARTICLE IV

MAILING ADDRESS

The initial mailing address of the Professional Service Corporation shall be:

2000 S. DIXIE HIGHWAY
Suite 200
Miami Florida 33131

ARTICLE V

PURPOSES

Prepared by: Robert J. Nemrow, Esquire
2000 S. Dixie Highway, Suite 200
Miami, Florida 33130
(305) 854-3530
Fla. Bar No. 607673.

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The Professional Service Corporation is formed to engage in the practice of law.

ARTICLE VI
AUTHORIZED SHARES

The aggregate number of shares of stock that this Professional Service Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock each having a par value of \$.01 per share.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS,
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Professional Service Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Professional Service Corporations's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Professional Service Corporations's Bylaws. Such indemnification provisions of the Professional Service Corporation's Bylaws may be enacted and modified from time to time by resolution of the Professional Service Corporations's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Professional Service Corporation shall not adversely

affect any right to protection of a Director, officer, employee or agent of the Professional Service Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Professional Service Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Professional Service Corporation or is or was serving at the request of the Professional Service Corporation as a Director, officer, employee or agent to another Professional Service Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Professional Service Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Professional Service Corporation shall have no liability under this Article to any insurer or any person, Professional Service Corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Professional Service Corporation's Bylaws.

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Professional Service Corporation is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is ROBERT J. NEMROW.

ARTICLE IX

INITIAL BOARD OF DIRECTOR(S)

The business of the Professional Service Corporation shall be managed by its board of directors. The initial board of director shall consist of one (1) member. The name(s) and address(s) of the member(s) of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. NEMROW	2000 S. Dixie Highway Suite 200 Miami, Florida 33130

ARTICLE X
SUBSCRIBER(S)

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a Professional Service Corporation under the Professional Service Corporation and Limited Liability Company Act.

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. NEMROW	2000 S. Dixie Highway Suite 200 Miami, Florida 33131

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Professional Service Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the

Professional Service Corporation by any of its shareholders, or in the event of the death of any of its shareholders. No shareholder of the Professional Service Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Service Corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII
AMENDMENT

The Professional Service 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of April, 1998.



Robert J. Nemrow
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Professional Service Corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Professional Service Corporation is:

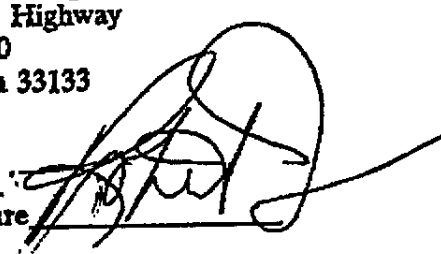
ROBERT J. NEMROW, P.A.

2. The name and address of the Registered Agent and Office is:

Robert J. Nemrow, Esquire
2000 South Dixie Highway
Suite 200
Miami, Florida 33133

Signature

Date


4/21/98

Having been named as Registered Agent and to accept service of process for the above stated Professional Service 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 obligations of my position as Registered Agent.


Robert J. Nemrow

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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