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April 27, 1998

Florida Division of Corporation  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-04/28/98--01132--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Allen D. Brufsky, P.A.

Dear Sir/Madam:

Enclosed please find the signed original and one signed copy of Articles of Incorporation of the above mentioned corporation as well as the one signed copy of the Acknowledgment of Registered Agent. Also enclosed you will find a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Please note that in accordance with Section 607.0203, Florida Statutes, and the Articles of Incorporation the date **the corporate existence commenced is April 27, 1998.**

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Sincerely,

*Roger B. Rice*  
Roger B. Rice, Esq.  
RBR/ct

Enclosures

EFFECTIVE DATE

4-27-98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 28 AM 8:04

FILED

94-30-98

EFFECTIVE DATE

4-27-98

FILED  
98 APR 28 AM 8 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Articles of Incorporation of  
Allen D. Brufsky, P.A.*

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I--NAME

The name of this corporation is Allen D. Brufsky, P.A.

ARTICLE II--PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

To practice the profession of law, to counsel on matters concerning the law, to practice in the Courts of the State of Florida, the United States, and elsewhere, and to render such services as are ancillary to the practice of law, all in accordance with the Rules Regulating the Florida Bar and the Rules of Professional Conduct contained therein. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other power which a Florida professional legal service corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limits as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in the pursuance of the laws of the State of Florida.

ARTICLE III--CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$10.00 per share. Such shares shall be of a

single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

#### ARTICLE IV--DURATION

The Corporation shall have perpetual existence.

#### ARTICLE V--ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 135 5<sup>th</sup> Avenue South, Naples, Florida, and the name of its initial registered agent is Allen D. Brufsky. The Board of Directors may, from time to time, move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VI--DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
Allen D. Brufsky	135 5 <sup>th</sup> Avenue South, Naples, Florida 34102

#### ARTICLE VII--SUBSCRIBERS

The name and address of the subscriber, who is the incorporator of this Corporation, whom is duly licensed in the State of Florida to practice law, is as follows:

NAME	ADDRESS
Allen D. Brufsky	135 5 <sup>th</sup> Avenue South, Naples, Florida 34102

#### ARTICLE VIII--RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

#### ARTICLE IX--DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the

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public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X--AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this the 27th day of April 1998.  
EFFECTIVE DATE: 4-27-98.

Allen D. Brufsky  
Allen D. Brufsky

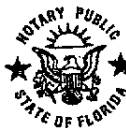
STATE OF FLORIDA     }  
COUNTY OF COLLIER    }

BEFORE ME, personally appeared Allen D. Brufsky, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 27th day of April 1998 in the aforesaid County and State

Carol P. Torrisi  
Notary Public

My Commission Expires:



CAROL P. TORRISI  
My Commission CC525121  
Expires Jan. 16, 2000

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Allen D. Brufsky  
Allen D. Brufsky, Registered Agent

FILED  
98 APR 28 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA