

P98000057603

LAW OFFICES
HERB & MEDNICK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
2200 CORPORATE BOULEVARD, N.W. • SUITE 315
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 982-9930
FACSIMILE (561) 982-9934

JAMES A. HERB, P.A.
GLENN M. MEDNICK, P.A.*
JENNIFER L. FULTON

June 24, 1998

200 SE NINTH STREET
FORT LAUDERDALE, FL 33316

*MEMBER OF FLORIDA
AND NEW JERSEY BARS

VIA UPS NEXT DAY AIR

PLEASE REPLY TO
BOCA RATON OFFICE

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002573688-- 7
-06/26/98--01080--015
****122.50 ****122.50

Re: Incorporation of Herb & Mednick, P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Herb & Mednick, P.A., for filing with the Secretary of State. Also enclosed is this firm's operating account check representing payment to the Secretary of State for the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$122.50

Please return to this office a certified copy of the Articles of Incorporation at your earliest opportunity; a stamped return envelope is enclosed herein. Thank you for your assistance in this matter.

If you have any questions hereupon, then please advise.

Very truly yours,

HERB & MEDNICK

Glenn M. Mednick
Glenn M. Mednick, Esquire
For the Firm

GMM/jd
Enclosures
J:\Admin\Secretary of state letter

FILED
98 JUN 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-29-98
5

ARTICLES OF INCORPORATION

OF

HERB & MEDNICK, P.A.

FILED
98 JUN 26 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a professional corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

HERB & MEDNICK, P.A.

ARTICLE II
PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in every aspect of the practice of law. The professional services rendered by the corporation may be rendered only through individuals duly licensed to render professional services as attorneys, attorneys at law or counselors at law under the laws of the State of Florida as defined in Chapter 621, Florida Statutes. The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and may own real and personal property necessary for the rendering of legal services.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is 1000 shares of Common Stock, such shares shall have a par value of \$1.00 and shall be designated as "Common Shares".

B. The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the Corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

C. The common stock of the corporation may not be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render services as an attorney, attorney at law or counselor at law. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person

with the authority to exercise the voting power of any or all of that shareholder's common stock of the corporation.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 2200 Corporate Boulevard, N.W., Suite 315, Boca Raton, Florida 33431. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the Board of Directors of this Corporation, but shall never be less than one (1).

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Herb, Esquire	2200 Corporate Boulevard, N.W. Suite 315 Boca Raton, Florida 33431
Glenn M. Mednick, Esquire	2200 Corporate Boulevard, N.W. Suite 315 Boca Raton, Florida 33431

The Board of Directors shall have the authority and the power to adopt By-Laws which shall govern the operation of the business of this Corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

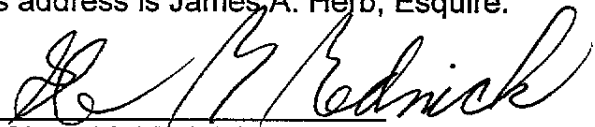
ARTICLE VIII
INCORPORATOR

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

Glenn M. Mednick, Esquire
Herb & Mednick
2200 Corporate Boulevard, N.W.
Suite 315
Boca Raton, Florida 33431

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

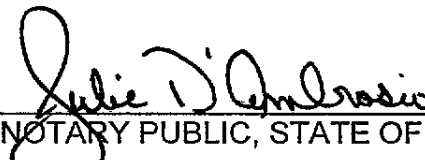
The street address of the initial registered office of this Corporation is 2200 Corporate Boulevard, N.W. Suite 315, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at this address is James A. Herb, Esquire.


Glenn M. Mednick, Esq.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Glenn M. Mednick, Esquire, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 24TH day of June, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

JULIE D'AMBROSIO
Notary Public - State of Florida
My Commission Expires Oct 16, 2000
Commission # CC594042

FILED
98 JUN 26 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

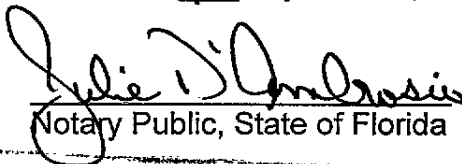
That Herb & Mednick, P.A., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 2200 Corporate Boulevard, N.W. Suite 315, Boca Raton, Florida 33431, has named JAMES A. HERB, ESQUIRE, located at 2200 Corporate Boulevard, N.W. Suite 315, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAMES A. HERB, ESQUIRE

SWORN TO AND SUBSCRIBED before me on this TH24 day of June, 1998.


Notary Public, State of Florida

My Commission expires:

