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REFERENCE: 883941 8976A

AUTHORIZATION: Patricia Tzvetz

COST LIMIT: \$ 70.00

FILED OF STATIES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 10 PM 1:15

ORDER DATE: July 8, 1998

ORDER TIME: 11:55 AM

ORDER NO.: 883941-005

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst
MERRILL BOOKSTEIN, ESQ

4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

900002584789-0

DOMESTIC FILING

NAME: MARK R. OSHEROW, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

7-10
WS

ARTICLES OF INCORPORATION

OF

MARK R. OSHEROW, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 1:15

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MARK R. OSHEROW, P.A.

The address of the principal office of this corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Mark R. Osherow 4800 North Federal Highway, Suite 201B
Dir./Pres./Sec./Treas. Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 8, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

GLS/jkg

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MARK R. OSHEROW, P.A.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

4800 N. FEDERAL HIGHWAY - SUITE 201B

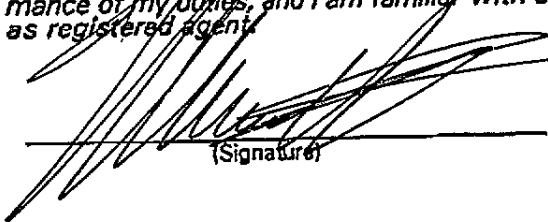
(P.O. Box not acceptable)

BOCA RATON, FL 33431

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated 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.



(Signature)