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LAW OFFICES  
**BERNSTEIN & BERGER, P.A.**  
SUITE 1707 NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 21 AM 10:45

JEFFREY A. BERNSTEIN  
DAVID S. BERGER

July 20, 1998

TELEPHONE 371-4555  
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FEDERAL EXPRESS

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

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-07/21/98--01061--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Arthur Associates, P.A.

Gentlemen:

Enclosed you will please find the original and one copy of the Articles of Incorporation for Arthur Associates, P.A. Please file these articles and return a conformed copy to this office using in the enclosed self-addressed FedEx air waybill.

Expeditious handling of this incorporation would be greatly appreciated.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY

JEFFREY A. BERNSTEIN, ESQ.

D. BROWN JUL 23 1998

**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 21 AM 10:45

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is ARTHUR ASSOCIATES, P.A.

**ARTICLE II**

The purposes for which the corporation is initially organized are the following:

- a. The rendering of accounting services.
- b. The investment of funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investments or the ownership of real and personal property necessary for the rendering of accounting services.
- c. Any other lawful activity permitted to be performed by professional service corporations under the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) each.

**ARTICLE IV**

This corporation shall have perpetual existence.

**ARTICLE V**

The address of the principal office and the mailing address of the corporation are as follows:

6526 Kendale Lakes Drive  
Suite 1405  
Miami, FL 33183-1811

ARTICLE VI

The street address of the initial registered office of this corporation is:

100 N. Biscayne Blvd.  
Suite 1707  
Miami, Florida 33132

and the name of the initial registered agent of this corporation at that address is David S. Berger.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and the address of the initial Director of this corporation is:

Arthur Scott  
6526 Kendale Lakes Drive  
Suite 1405  
Miami, FL 33183-1811

ARTICLE VIII

The name and address of the person signing these Articles is:

David S. Berger, Esq.  
100 N. Biscayne Blvd.  
Suite 1707  
Miami, Florida 33132

ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE X

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI

SPECIAL RESTRICTIONS

A. None of the stock of the corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render accounting services in the State of Florida.

B. No shareholder of the corporation shall enter into any voting trust agreement or any other type agreement vesting another person with authority to exercise the voting power of any or all of his stock.

C. No shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 20 day of July, 1998.

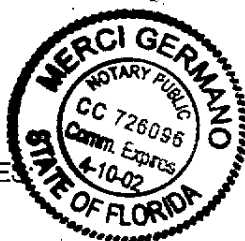
  
\_\_\_\_\_  
DAVID S. BERGER


STATE OF FLORIDA:  
COUNTY OF DADE:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared David S. Berger, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20<sup>th</sup> day of July, 1998.

MY COMMISSION EXPIRES



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 21 AM 10:46

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with  
said Act;

First--That ARTHUR ASSOCIATES, P.A., desiring to organize under the laws of the State of  
Florida with its designated office for service of process, as indicated in the Articles of Incorporation at the City  
of Miami, County of Dade, State of Florida, has named David S. Berger located at 100 N. Biscayne Blvd., Suite  
1707, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

  
REGISTERED AGENT