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ALAN C. KAUFFMAN & ASSOCIATES, P.A.  
ATTORNEYS AT LAW

ALAN C. KAUFFMAN :  
KENNETH S. POLLOCK

Also Admitted in  
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PARALEGALS:

SHARON GUSTAFSON  
LINDA K. FOX

OFFICE COORDINATOR:  
BEVERLY A. TOSCH

September 18, 1998

Department of State  
Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Bondy & Associates, Inc.

300002644833--9  
-09/21/98--01105--003  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for **BONDY & ASSOCIATES, INC.**, together with our firm's check in the amount of \$122.50 in payment of the filing fee. Also enclosed is an executed Certificate of Designation of Registered Agent.

Upon approval, kindly return a certified copy of the Articles of Incorporation to our office.

Thank you for your assistance in this matter.

Very truly yours,

*Kenneth S. Pollock*

Kenneth S. Pollock

K.P./jc  
Enclosures

cc: Mr. Peter Bondy  
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SECRETARY OF STATE  
DIVISION OF CORPORATION  
98 SEP 21 AM 11:02

SEP 23 1998

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 11:02

OF

BONDY & ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is BONDY & ASSOCIATES, INC., (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 11649 N.W. 5th Street Plantation, Florida 33325 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Kenneth S. Pollock  
5355 Town Center Road, Suite 1102  
Boca Raton, Florida 33486

Prepared by: Kenneth S. Pollock, Esq. (FL Bar #0069558), Alan C. Kauffman & Associates, P.A., The Plaza, Suite 1102, 5355 Town Center Road, Boca Raton, FL 33486 (561)394-7600

## ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Peter J. Bondy  
Secretary: Peter J. Bondy  
Treasurer: Peter J. Bondy

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Peter J. Bondy

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE THOUSAND (5,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of the Corporation is 5355 Town Center Road, Suite 1102, Boca Raton, FL 33486, and the name of its initial Registered Agent at that address is Kenneth S. Pollock, Esquire, Alan C. Kauffman & Associates, P.A.

## **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 15 - EFFECTIVE DATE**

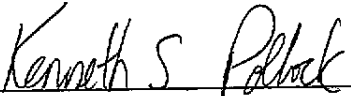
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board

Prepared by: Kenneth S. Pollock, Esq. (FL Bar #0069558), Alan C. Kauffman & Associates, P.A., The Plaza, Suite 1102, 5355 Town Center Road, Boca Raton, FL 33486 (561)394-7600

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18<sup>th</sup> day of September, 1998.

  
Kenneth S. Pollock, Incorporator

Prepared by: Kenneth S. Pollock, Esq. (FL Bar #0069558), Alan C. Kauffman & Associates, P.A., The Plaza, Suite 1102, 5355 Town Center Road, Boca Raton, FL 33486 (561)394-7600

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **BONDY & ASSOCIATES, INC.**
2. The name and address of the registered agent and office is:

Kenneth S. Pollock, Esquire  
5355 Town Center Road, Suite 1102  
Boca Raton, FL 33486

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.

Dated: Sept. 18, 1998

By: Kenneth S. Pollock  
KENNETH S. POLLOCK

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 11:02

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