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TRANSMITTAL LETTER

September 23, 1998

From: David A. Willens  
721 NE Lakeview Terrace  
Boca Raton, FL 33431

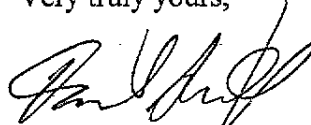
To: Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
(904) 487-6052

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-09/28/98--01085--001  
\*\*\*\*131.25 \*\*\*\*131.25

Re: David A. Willens and Associates, P.A.

Enclosed please find an original and two (2) copies of the Articles of Incorporation of the above referenced corporation. Please file the Articles of Incorporation and provide a Certified Copy and Certificate to the address of the undersigned indicated above. Also enclosed is a check for \$131.25, constituting the fees for filing, the Certified Copy of the Articles and the Certificate.

Very truly yours,

  
David A. Willens

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 AM 9:19

**ARTICLES OF INCORPORATION  
OF  
DAVID A. WILLENS AND ASSOCIATES, P.A.**

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DIVISION OF CORPORATIONS  
98 SEP 28 AM 9:19

The undersigned subscriber, who is a natural person competent to contract, for the purpose of forming a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation and forms a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of the corporation is: David A. Willens and Associates, P.A.

**ARTICLE II**

**Nature of Business and Powers**

The corporation is being organized to engage in the practice of law and all other lawful business and services of a lawyer. The corporation shall have the power to do all things necessary or convenient to carry out its business and affairs.

**ARTICLE III**

**Principal Office and Mailing Address**

The initial principal office and mailing address for the corporation is: 721 NE Lakeview Terrace, Boca Raton, FL 33431.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue One Hundred (100) shares of common stock, no par value, which shall be designated as "Common Stock."

**ARTICLE V**

**Preemptive Rights**

Each holder of Common Stock shall have full preemptive rights to acquire his or her proportionate number of any unissued or treasury shares of the corporation or any other securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

**ARTICLE VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is: 721 NE Lakeview Terrace, Boca Raton, FL 33431. The name of its initial registered agent at such address is David A. Willens.

## **ARTICLE VII**

### **Incorporators**

The name and address of the incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
David A. Willens	721 NE Lakeview Terrace, Boca Raton, FL 33431

## **ARTICLE VIII**

### **Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time pursuant to the bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of the corporation, who shall serve until his successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
David A. Willens	721 NE Lakeview Terrace, Boca Raton, FL 33431

## **ARTICLE IX**

### **Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## **ARTICLE X**


### **Indemnification**

To the fullest extent permitted by applicable law as the same exists or may hereafter be amended, a director or officer or former director or officer of this Corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer. The Corporation shall fully indemnify every director and officer of the Corporation and every former director and officer of the Corporation to the fullest extent permitted by applicable law. Any repeal or modification of this ARTICLE X shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE XI**  
**Amendment**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed herein or provided by applicable law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of September, 1998.

  
\_\_\_\_\_  
David A. Willens, as the sole incorporator

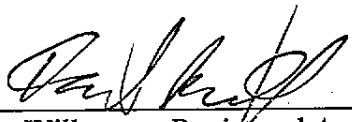
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

The corporation indicated below, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: David A. Willens and Associates, P.A.
2. The name and address of the registered agent and office is:

David A. Willens  
721 NE Lakeview Terrace, Boca Raton, FL 33431

3. Having been named as registered agent, I hereby agree, as Registered Agent, to accept Service of Process for the above stated corporation at the place designated in this certificate and I 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.

  
\_\_\_\_\_  
David A. Willens, as Registered Agent

September 23, 1998  
Date

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