

P98000086153

LAW OFFICES
DANIEL J. ZEMEL, ESQ.
2875 NORTHEAST 191ST STREET
SUITE 304
AVENTURA, FLORIDA 33180

DANIEL J. ZEMEL

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OF COUNSEL
HERBERT ZEMEL
FRANKLIN ZEMEL

October 2, 1998

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-10/06/98--01025--008
*****87.50 *****87.50

Re: Articles of Incorporation for THE LAW OFFICES OF DANIEL J. ZEMEL, P.A.
Our File Number:

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the above referenced corporation and a check in the amount of \$87.50 for filing same and for providing a certified copy of the Articles of Incorporation and Certificate of Good Standing.

Please be sure to mail the certified copies of the Articles of Incorporation and Certificate of Good Standing to the undersigned at the above address.

Thank you for your anticipated cooperation and attention to this matter.

Very Truly Yours,

Daniel Zemel

DJZ:me
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE LAW OFFICES OF DANIEL J. ZEMEL, P.A.**

The undersigned, for the purposes of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name and initial address of this corporation shall be: **THE LAW OFFICES OF DANIEL J. ZEMEL, P.A.**, 2875 NE 191st Street, Suite 304, Aventura, FL 33180.

**ARTICLE II
DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The general purpose for which the corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents, and employees who are duly authorized and licensed to practice law in the State of Florida.

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, and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV
CAPITALIZATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of shares which the corporation is authorized to issue is 100 shares of common stock, and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 2875 NE 191st Street, Suite 304, Aventura, FL 33180, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Daniel J. Zemel, Esq.

ARTICLE VI
INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The name and address of the person who is to serve as the initial member of the board of directors is:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Daniel J. Zemel, Esq. | 2875 NE 191st Street, Suite 304 Aventura, FL 33180 |

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is: Daniel J. Zemel, Esq., 2875 NE 191st Street, Suite 304, Aventura, FL 33180.

ARTICLE VIII
ELIGIBLE SHAREHOLDERS

A. The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice law in this State; or
- (ii) sells, transfers, hypothecates, or pledges, or attempts to sell,

transfer, hypothecate, or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation, or pledge, or attempt to sell, transfer, hypothecate, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or bylaws of this corporation; or

- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may 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 this stock.

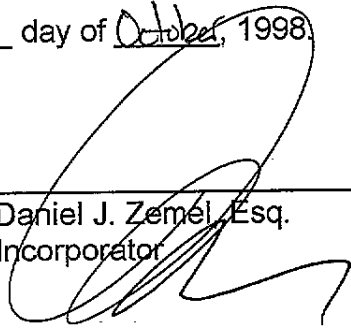
C. The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases of redemption of the corporation of its shares of stock.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify each director, officer, and shareholder of the

corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 2 day of October, 1998.



Daniel J. Zemel, Esq.
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

That **THE LAW OFFICES OF DANIEL J. ZEMEL, P.A.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Aventura, State of Florida, has named Daniel J. Zemel, Esq., 2875 NE 191st Street, Suite 304, Aventura, FL 33180, County of Dade, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Daniel J. Zemel, Esq.,
Registered Agent

DATED: this 2 day of
October, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA