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HOLLANDER & BARTELSTONE

A PROFESSIONAL ASSOCIATION

HOWARD J. HOLLANDER, P.A.
TED H. BARTELSTONE

SUITE 3570 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1807

TELEPHONE (305) 358-4633
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January 11, 1999

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: MARTIN GOLD, P.A.

Dear Sir or Madam:

I enclose original Articles of Incorporation, Designation of Registered Office and Agent and Acceptance along with check No. 7097 in the amount of \$78.75 representing your fee for filing and certification. Please forward a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions please do not hesitate to contact me.

Yours very truly,

HOLLANDER & BARTELSTONE, P.A.


TED H. BARTELSTONE, ESQ.

THB:lbw
Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MARTIN GOLD, P.A.

FILED
JAN 14 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby makes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

MARTIN GOLD, P.A.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes. The nature of business is public accounting.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having no par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**MARTIN GOLD
8625 Southwest 44th Street
Miami, Florida 33155**

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

**MARTIN GOLD
8625 Southwest 44th Street
Miami, Florida 33155**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

2. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

4. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for uses and purposes aforesaid, this 7th day of January, 1999.

Martin Gold
MARTIN GOLD

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of JANUARY, 1999 by MARTIN GOLD. He is personally known to me ~~or has~~ produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Sign: Rose Marie Donahue

Print: ROSE MARIE DONAHUE

State of: FLORIDA

My Commission Expires:



Rose Marie Donahue
My Commission CC747555
Expires June 2, 2002

DESIGNATION OF REGISTERED OFFICE AND AGENT

The undersigned, as director and incorporator of **MARTIN GOLD, P.A.**, hereby designates the primary office of the corporation as 8625 Southwest 44th Street, Miami, Florida 33155 and the registered agent of the corporation as follows:

TED H. BARTELSTONE, ESQ.
Two South Biscayne Boulevard
Suite 3570 - One Biscayne Tower
Miami, Florida 33131

FILED
99 JAN 14 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/7/99
Date


MARTIN GOLD
Director and Incorporator

ACCEPTANCE

TED H. BARTELSTONE, having been designated as registered agent for **MARTIN GOLD, P.A.**, hereby accepts the responsibilities and duties as said registered agent and agrees to perform all duties in accordance with Florida Statutes Chapters 607 and 48.

1/8/99
Date


TED H. BARTELSTONE, ESQ.