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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/01/99-01124-009-75
***122.50 ***18.75

SUBJECT: ADAM C. HERMAN, P.A.

Enclosed is an original and one copy of the Articles of Incorporation for the above captioned business and check for One Hundred Twenty Two & 50 cents (\$122.50).

From: ADAM C. HERMAN
4994 N. PINE ISLAND ROAD
LAUDERHILL, FL. 33351
(954) 741-8565

FILED
99 FEB -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 4 1999

ARTICLES OF INCORPORATION

OF

Adam C. Herman, P.A.

FILED
99 FEB -2 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Professional Association is Adam C. Herman, P.A. Its principle place of business is located at 4994 North Pine Island Road, Lauderhill, FL 33351.

ARTICLE II

DURATION

This Professional Association shall exist perpetually. Professional Association existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE III

PURPOSE

The purpose of this Professional Association is to perform any and all activities, any ownership of operations necessary to lawfully engage in the practice of LAW and to lawfully conduct any other business in the State of Florida as lawfully provided by the Florida Constitution and United States Constitution.

ARTICLE IV

CAPITAL STOCK

Section 4.1: Authorized Capital

This Professional Association is authorized to issue 100 shares (one hundred) of \$1.00 (one dollar) par value common stock which shall be designated "Common Stock". This Professional

Association is not authorized to issue preferred shares. This Professional Association can issue additional shares upon approval of the Board of Directors.

Section 4.2: Restrictions on Transfer of Stock

The shareholders may, by By-Law, Provision or by Shareholder's Agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Professional Association as they see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this Professional Association to any plan of merger or consolidations shall be required in every case, whether or not such approval is required by law.

ARTICLE V

PREFERENCES, LIMITATION, AND RELATIVE RIGHTS

OF SHARE OF COMMON STOCK

Section 5.1 Dividends

The holders of record of the common stock of this Professional Association shall be entitled to dividends at such times as the Professional Association is authorized to pay dividends.

Section 5.2 Rights Upon Liquidation of Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Professional Association, the holders of record of the outstanding common stock shall be paid from the remaining assets of this Professional Association ratably.

Section 5.3 Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI

DESIGNATION OF SERIES

There shall exist no series in the issuance of the common stock authorized herein.

ARTICLE VII

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Professional Association of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Professional Association is 4994 North Pine Island Road, Lauderhill, FL 33351, and the name of the initial registered agent of this Professional Association at that address is Adam Herman.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Professional Association shall have one (1) Director initially. The number of directors may be increased from time to time by the By-Laws, but never be less than one (1). The names of the initial Director of this Professional Association are:

Adam Herman

OFFICERS

The initial Officer(s) are:

Adam Herman, President

ARTICLE X

INCORPORATOR

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

Adam Herman
4994 N. Pine Island Road
Lauderhill, FL 33351

ARTICLE XI

BY-LAWS

The initial By-Laws of this Professional Association shall be adopted by the Directors. The By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XII

COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as director(s), and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Professional Association may also serve the Professional Association in any other capacity and receive compensation therefore in any form.

ARTICLE XIII

INDEMNIFICATION

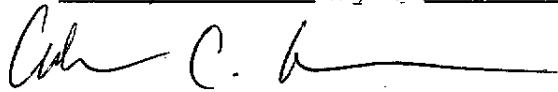
This Professional Association shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIV

AMENDMENT

This Professional Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27th day of JANUARY, 1999.



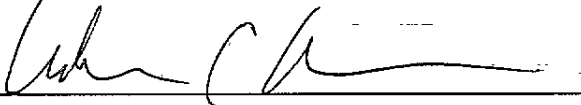
Signature

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Professional Association, 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 Professional Association is: Adam C. Herman, P.A.
2. The name and address of the registered agent and office is: ADAM C. HERMAN, 4994 N. PINE ISLAND ROAD, LAUDERHILL, FLORIDA 33351.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL ASSOCIATION 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.



Signature

1/27/99

Date

FILED
99 FEB -2 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA