

P99000021404

SCOTT R. BUGAY
1321 N.E. 173rd Street
North Miami Beach, Florida 33162

February 28, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/04/99--01058--013
****131.25 *****87.50

RE: Articles of Incorporation
Lanza & Bugay, P.A.


Dear Sir/Madam:

Enclosed please find an original and three copies of the Articles of Incorporation for the above-named corporation. Also enclosed is a check in the amount of \$131.25 for the filing fee, certified copy and certificate.

Please send me a certified copy of the Articles for which a self addressed stamped envelope is enclosed.

Thank you for your attention to this matter. If there are any questions, please feel free to contact me at (305) 655-2325.

Very truly yours,


Scott R. Bugay, Esquire

SRB:ms:

FILED
99 MAR -4 PM 4: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/8/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LANZA & BUGAY, P.A.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation of a professional service corporation, being natural persons competent to contract and admitted to the practice of law under the laws of the State of Florida, do hereby establish themselves to form a professional service corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the professional service corporation shall be: LANZA & BUGAY, P.A.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

1. The general purpose and nature of the business to be transacted by this corporation is the practice of law;

2. These Articles shall also empower the corporation to conduct any business, not inconsistent with law, which the Subscribers may elect for the regulation of the business and for the conduct of the affairs of the corporation and any provision creating, defining, limiting and regulating the powers of the corporation, the directors and the stockholders, or any class of the stockholders, including, but not limited to, any provision restricting the transfer of shares, any provision for cumulative voting for directors, and any provision which under this chapter is required or permitted to be set forth in the By-Laws.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per

share. All such stock shall be paid for in cash, or property, other than stock and securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation. (Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.)

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 15520 S.W. 85th Avenue, Miami, Florida 33157 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be CHRISTOPHER F. LANZA - a resident of Dade County, Florida, and the Registered Office of the corporation shall be 15520 S.W. 85th Avenue, Miami, Florida 33157.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have TWO directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors are: CHRISTOPHER F. LANZA 15520 S.W. 85th Avenue, Miami Florida 33157 and SCOTT R. BUGAY 1321 N.E. 173rd Street, North Miami Beach, Florida 33162.

ARTICLE IX

SUBSCRIBERS

The names and street addresses and number of shares of stock subscribed to by each person signing these Articles of Incorporation are: CHRISTOPHER F. LANZA 15520 S.W. 85th Avenue, Miami Florida 33157 - 500 shares and SCOTT R. BUGAY 1321 N.E. 173rd Street, North Miami Beach, Florida 33162 - 500 shares.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI

LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed in the practice of Law under the laws of the State of Florida may own any corporate stock in this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to

the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the corporation.

3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XII

PRE-EMPTIVE RIGHTS

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

ARTICLE XIII

DISSOLUTION


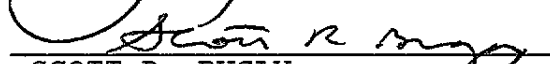
The corporation may be dissolved at anytime on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIV

BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this corporation shall commence on the date of acceptance of these Articles by the Secretary of State.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth and hereunto set their hands and seals, this 24th day of February, 1999.


 (SEAL)
CHRISTOPHER F. LANZA
 (SEAL)
SCOTT R. BUGAY

STATE OF FLORIDA]

COUNTY OF DADE] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgments, personally appeared CHRISTOPHER F. LANZA and SCOTT R. BUGAY — personally known to me or who produced SRB/ personally known and CEL- Florida Drivers Lic as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 26 day of February, 1999.


Notary Public, State of Florida
My Commission Expires:

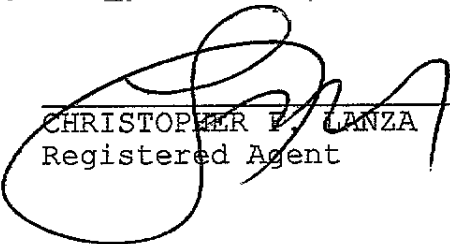


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First, LANZA and BUGAY, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of North Miami Beach, State of Florida, has named CHRISTOPHER F. LANZA located at 15520 S.W. 85th Avenue, Miami Florida 33157 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.


CHRISTOPHER F. LANZA
Registered Agent

FILED
99 MAR -4 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA