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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

RICHARD WASERSTEIN, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
RICHARD WASERSTEIN, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Professional Service Corporation and Limited Liability Company Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is RICHARD WASERSTEIN, P.A. (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 913 Normandy Drive, Miami Beach, Florida 33141.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock of \$.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is: 913 Normandy Drive, Miami Beach, Florida 33141, and the registered agent at that address is: Richard Waserstein.

ARTICLE V

The name and address of the incorporator of the Corporation is: Richard Waserstein, 913 Normandy Drive, Miami Beach, Florida 33141.

RICHARD WASERSTEIN, ESQ.
FL BAR NO.: 604380
913 Normandy Drive
Miami Beach, FL 33141

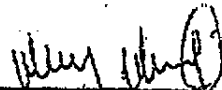
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ARTICLE VI

The Corporation is organized for the purpose of engaging in every phase and aspect of the practice of law and to render professional legal services to any and all persons, firms, corporations, and other entities, and to the general public, in the State of Florida and all of its political subdivisions and in every other jurisdiction and before all courts and public and administrative bodies and otherwise, throughout the world, unless prohibited by law. Corporation may also invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and own real or personal property necessary for the rendering of the aforesaid professional services. Corporation may do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the Corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation and Limited Liability Company Act of the State of Florida, including and subsequent to amendments thereto. The foregoing sentences of this Article VI shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 1999.

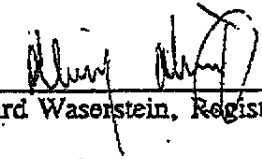

 Richard Wasserstein, incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation 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.


Richard Wasserstein, Registered Agent

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