

*P990000 82932*  
*Joseph De Gance, Esquire*

*Attorney at Law*

September 6, 1999

*3471 N. Federal Highway  
Suite 601*

*Fort Lauderdale, Florida 33306*

Secretary of State  
Corporate Division  
P. O. Box Box 6327  
Tallahassee, FL 32301

*Telephone (954) 566-1531*

*Fax No. (954) 566-2382*

RE: Mogerman, O'Leary & Patel II, Inc.  
~~Mogerman, O'Leary & Patel III, Inc.~~

4000002984924--3  
-09/13/99--01063--018  
\*\*\*\*\*245.00 \*\*\*\*\*78.75

Dear Sir,

**EFFECTIVE DATE**  
*9-7-99*

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on each of the above corporations together with my trust account check in the amount of \$245.00 to cover the costs; **(PLEASE NOTE THE CORPORATE EXISTENCE BEGINS SEPTEMBER 7, 1999)**

Filing fees for two	\$70..
Certified copies for two	\$105
Registered agent for two	<u>\$70</u>
<u>Total</u>	<u>\$245</u>

Thank You,

*Joseph DeGance*  
Joseph DeGance

**EFFECTIVE DATE**  
9-7-99

**ARTICLES OF INCORPORATION  
OF  
MOGERMAN, O'LEARY & PATEL III, INC.**

**ARTICLE I  
NAME**

The name of the corporation is: MOGERMAN, O'LEARY & PATEL III, INC. at 701 N.W. 19 St., #100, Ft. Lauderdale, FL 33311,

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue Five Thousand shares of One Dollar par value common stock, which shall be designated "Common Shares".

**SECTION 2. 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 Shares.

**ARTICLE V  
PREEMPTIVE 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 VI**  
**INITIAL REGISTERED OFFICERS AND AGENT**

The street address of the initial registered offices of this corporation is 701 N.W. 19 St., #100, Ft. Lauderdale, FL 33311, and the name of the initial registered agent of this corporation at that address is PRAKASH PATEL. Said address of the Registered Officer and Agent are the same address as the Corporation.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 3. The names and addresses of the initial directors of this corporation are:

IRWIN R. MOGERMAN  
10040 SW 2 St.  
Ft.Lauderdale, FL 33324

MICEAL O'LEARY  
3471 N. Federal Hwy. #601  
Ft. Lauderdale, FL 33306

PRAKASH PATEL  
701 NW 19 St. #100  
Ft. Lauderdale, FL 33311

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the persons signing these articles are:

IRWIN R. MOGERMAN  
10040 SW 2 St.  
Ft.Lauderdale, FL 33324

MICEAL O'LEARY  
3471 N. Federal Hwy. #601  
Ft. Lauderdale, FL 33306

PRAKASH PATEL  
701 NW 19 St. #100  
Ft. Lauderdale, FL 33311

**ARTICLE IX**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI  
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII  
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

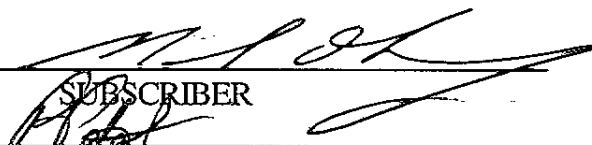


ARTICLE XIII  
AMENDMENT

This corporation 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 subject to this reservation.

ARTICLE XIV  
BEGINNING OF CORPORATE EXISTENCE

**The corporate existence will be effective this date September 7, 1999.**

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this      day of September, 1999.

  
\_\_\_\_\_  
SUBSCRIBER  
  
\_\_\_\_\_  
SUBSCRIBER  
  
\_\_\_\_\_  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally

appeared IRWIN R. MOGERMAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath. He produced a Florida Driver's License as identification.

STATE OF FLORIDA  
COUNTY OF BROWARD

*Lillian Rivera*  
9-7-99



BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICEAL O'LEARY and PRAKASH PATEL known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation, and did take an oath. They produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seals, in the State and County aforesaid, this 7 day of September, 1999.



*Alissa Thornton*  
NOTARY PUBLIC  
My Commission Expires:

### DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That MOGERMAN, O'LEARY & PATEL III, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named: PRAKASH PATEL as its agent to accept service of process within this state.

### ACKNOWLEDGMENT

Having been named to accept service of process for the above named 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 open said office.

*P. Patel*  
PRAKASH PATEL