

999 0000 954 94

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000027360 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-9369

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

99 OCT 29 AM 11:54

FILED

FLORIDA PROFIT CORPORATION OR P.A.

David Cohen & Associates, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

10/29/99 FRI 11:09 FAX 5613619369

LAW OFFICES

001

850)487-6013

10/29/99 08:46 F1 Dept of State

p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 29, 1999

EDWARD H GILBERT PA

SUBJECT: DAVID COHEN & ASSOCIATES, INC.
REF: W99000024962

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H99000027360
Letter Number: 599A00051974

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

LAW OFFICES
EDWARD H. GILBERT
PROFESSIONAL ASSOCIATION

5100 TOWN CENTER CIRCLE
SUITE 330
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 361-9300
TELEFAX (561) 361-9369
E-MAIL ehgilbert@aol.com

October 29, 1999

VIA TELEFAX (850) 922-4001

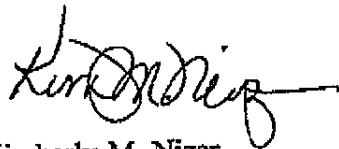
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: David Cohen & Associates, Inc.
Fax Audit No.: H99000027360

Dear Ms. Chesser:

Pursuant to our conversation earlier this morning, I am writing to clarify the issue of the use of the above-referenced corporation name. You indicated to me that a similar name "David Cohn & Associates, Inc." is currently in use. It is my understanding that the pronunciation of that name is "cone", one syllable, and the name which we are seeking to use is "co-en", two syllables.

Very truly yours,



Kimberly M. Nizer
Legal Assistant

((H99000027360 9)))

ARTICLES OF INCORPORATION
OF
DAVID COHEN & ASSOCIATES, INC.

The undersigned, incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is DAVID COHEN & ASSOCIATES, INC. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue Fifty Thousand (50,000) shares of common stock, par value \$0.0001 per share.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H99000027360 9)))
- (e.) Florida Bar No. 180595

3370.001/13876.1
102899 13:01

((H99000027360 9)))

FILED
99 OCT 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H99000027360 9)))

ARTICLE VI
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act.

ARTICLE VII
DIRECTORS

The corporation shall have one director and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation but shall never be less than one.

ARTICLE VIII
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors.

ARTICLE IX
DIRECTOR AND OFFICER INDEMNIFICATION

The Corporation shall indemnify its officers and directors and former officers and directors to the fullest extent permitted by applicable law.

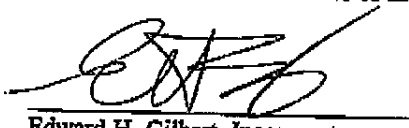
ARTICLE X
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XI
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of October, 1999.


Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H99000027360 9)))
- (e.) Florida Bar No. 180595

3370.001/13876.1
102899 13:01

((H99000027360 9)))

((H99000027360 9))

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of DAVID COHEN & ASSOCIATES, INC. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. Resident Agents, Inc.

Date: October 28, 1999

By: 

Edward H. Gilbert, President

FILED
99 OCT 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H99000027360 9))
- (e.) Florida Bar No. 180595

3370.001/13876.1
102899 13:01

((H99000027360 9))