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SEILER & SAUTTER
ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

FILED
01 JAN 10 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone (954) 568-2122
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C. Christian Sautter, P.A. *
John P. Seiler, Esquire
Kathleen K. Peña, Esquire

Richard J. Zaden, Esquire
Of Counsel

* Also admitted in Texas

January 9, 2001

Via FedEx

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Filings

000003531170--3
-01/10/01--01050--006
*****78.75 *****78.75

Re: Articles of Incorporation for Michael G. Ahearn, P.A., a Florida corporation
Our file no. 9243.1000

Dear Clerk:

Enclosed are two (2) copies of the Articles of Incorporation for the above referenced corporation together with my remittance in the total sum of \$78.75 to cover cost of filing fees, registered agent designation and a certified copy of same. Please return one (1) certified copy of the Articles of Incorporation to the undersigned in the self-addressed **FedEx** envelope provided herein.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER



C. Christian Sautter

encl.

G:\WPWIN\9454\ltr to Div of corp.wpd

1-12-01

**ARTICLES OF INCORPORATION
OF
MICHAEL G. AHEARN, P.A.**

FILED
01 JAN 10 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is: **Michael G. Ahearn, P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

1749 Northeast 26th Street
Suite "B"
Wilton Manors, Florida 33305

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 10,000 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is: 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306. The registered agent by signing below hereby accepts the appointment as registered agent and agrees to act in that capacity.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Michael G. Ahearn

1749 Northeast 26th Street
Suite "B"
Wilton Manors, Florida 33305

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the

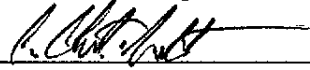
event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT.

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 6TH day of January, 2001.

Registered Agent/Incorporator:

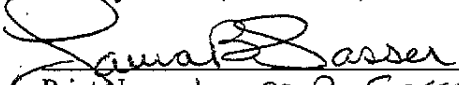

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Ft. Lauderdale, Florida 33306

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of incorporation were acknowledged before me on this 9th day of January, 2001, by C. Christian Sautter, Esq.

 Laura B Sasser
My Commission CC857257
Expires August 15, 2003

Notary Public (State of Florida)


Print Name: Laura B. Sasser
Serial Commission no.: CC857257
Commission Expires: 8/15/2003

FILED
01 JAN 10 AM 9:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE