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FLORIDA PROFIT CORPORATION OR P.A.

MICHAEL L. METZNER, P.A.

Certificate of Status	0
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Page Count	03
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**ARTICLES OF INCORPORATION
OF**

MICHAEL L. METZNER, P.A.

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.

ARTICLES I - NAME

The name of the professional service corporation is:

MICHAEL L. METZNER, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

600 North Pine Island Road, Suite 450
Plantation, Florida 33324

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.

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TALLAHASSEE, FLORIDA

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ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$.01 per share. 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 600 North Pine Island Road, Suite 450, Plantation, Florida 33324. The name of the initial registered agent at that address is Michael L. Metzner.

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.

ARTICLE VIII - SUBSCRIBER

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

Michael L. Metzner
600 North Pine Island Road, Suite 450
Plantation, Florida 33324

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

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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.

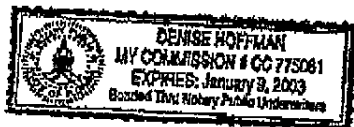
ARTICLE X - AMENDMENT

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 February 26, 2001.

STATE OF FLORIDA COUNTY OF BROWARD

The forgoing articles of incorporation were acknowledged before me this 26 day of February 2001.



(SEAL)

Denise Hoffman
Notary Public - State of Florida

Denise Hoffman
Print Commissioned Name of Notary Public

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TALLAHASSEE, FLORIDA

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Personally Known X or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated personal service corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligation of that position pursuant to F.S.607.0501(3).

Michael L. Metzner
Michael L. Metzner

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