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FILED
02 FEB 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 15, 2002

Corporate Record Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

100004990581--2
-02/22/02--01032--018
*****70.00 *****70.00

Re: Law Firm Of V. Donald Hilley, P.A.


Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$70.00 to cover the costs of the filing fee, certificate fee and registered agent and designation fee.

Very truly yours,

LAW FIRM OF V. DONALD HILLEY, P.A.


V. Donald Hilley

Enclosures

DB 2/26 ✓

ARTICLES OF INCORPORATION
OF
LAW FIRM OF V. DONALD HILLEY, P.A.

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SECRETARY OF STATE

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt(s) 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 LAW FIRM OF V. DONALD HILLEY, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is: 11382 Prosperity Farms Road, Suite 124, Palm Beach Gardens, FL 33410.

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.

ARTICLE IV. TERM OF EXISTENCE

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

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock each having a par value of \$1.00 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 11382 Prosperity Farms Road, Suite 124, Palm Beach Gardens, Florida 33410. The name of the initial registered agent at that address is V. Donald Hilley.

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 (1) member. The name and address of the member of the first board of directors is:

V. Donald Hilley
11382 Prosperity Farms Road
Suite 124
Palm Beach Gardens, FL 33410

ARTICLE VIII. SUBSCRIBER

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

V. Donald Hilley
11382 Prosperity Farms Road
Suite 124
Palm Beach Gardens, FL 33410

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

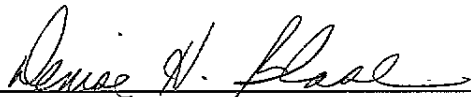
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on February 18, 2002.



V. Donald Hilley

Sworn to and subscribed before me this 18th day of February, 2002, by V. Donald Hilley



Notary Public -- State of Florida

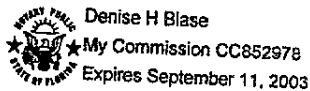
Personally Known

OR

Produced Identification

Type of Identification Produced: N/A

(Seal)



**DESIGNATION OF REGISTERED AGENT
AND
ACCEPTANCE OF DESIGNATION**

FILED
02 FEB 22 PM 4:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That LAW FIRM OF V. DONALD HILLEY, P.A., desiring to organize or qualify under the laws of the State of Florida, with its registered office located at:

11382 Prosperity Farms Road, Suite 124, Palm Beach Gardens, Florida 33410.

has named V. Donald Hilley as its agent to accept service of process within Florida.



V. Donald Hilley

Title: Pres.

Date: 2/18/2002

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



V. Donald Hilley

Date: 2/18/2002