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May 28, 2002

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re : Nicole Kessler Ferry, P.A.

Dear Sir or Madam:

Enclosed is the original Articles of Incorporation for Nicole Kessler Ferry, P.A., the Registered Agent Designation and an additional copy of the Articles along with the \$78.75 filing fee.

Please send a certified copy of the Articles of Incorporation to Nicole Kessler Ferry, P.A., 423 North Baylen Street, Pensacola, FL 32501.

Thank you.

Sincerely,

  
Nicole Kessler Ferry

NKF/jm  
Enclosures

FILED  
2002 MAY 31 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5/31/02

EFFECTIVE DATE

5/28/02

ARTICLES OF INCORPORATION

OF

NICOLE KESSLER FERRY, P. A.

FILED

2002 MAY 31 PM 2: 06

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Corporation for profit under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the corporation is Nicole Kessler Ferry, P. A. and its principal office is located at 423 North Baylen Street, Pensacola, FL, 32501, and its mailing address is the same.

ARTICLE II

PURPOSES

The general nature and purposes of the business to be transacted, promoted, and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of law and related services necessary and incidental thereto, and in all fields of specialization as are engaged in by duly authorized and licensed lawyers and/or attorneys within the State of Florida.

B. To engage and render the professional services involved only through its officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III**

#### **CAPITAL STOCK**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Dollar & 00/100 (\$1.00) per share per value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to officers, agents, and employees who shall be in good standing or otherwise legally authorized within the State of Florida to render the same service as this corporation.

### **ARTICLE IV**

#### **DURATION**

This corporation shall exist perpetually, commencing upon the date of the execution of these Articles of Incorporation.

**ARTICLE V**

**REGISTERED AGENT**

The address of this corporation's initial registered office is 423 North Baylen Street Pensacola, FL, 32501 and the name of its initial registered agent at said address is Nicole Kessler Ferry.

**ARTICLE VI**

**INCORPORATOR**

The name and address of the incorporator is Nicole Kessler Ferry 423 North Baylen Street, Pensacola, FL, 32501.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The name and address of the initial Director of this corporation is:

Nicole Kessler Ferry  
423 North Baylen Street  
Pensacola, FL 32501

**ARTICLE VIII**

**INFORMAL ACTION OF SHAREHOLDERS**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

## ARTICLE IX

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the services for which the corporation is organized , or accepts employment that places restrictions or limitations on his continued rendering of such services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of services. The corporation shall forthwith, upon such disqualifications of any Shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## ARTICLE X

### INFORMAL ACTION OF DIRECTORS

If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE XI

### INDEMNIFICATION

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

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 28<sup>th</sup> day of May, 2002.

Nicole Kessler Ferry  
Nicole Kessler Ferry  
Incorporator

FILED  
2002 MAY 31 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Nicole Kessler Ferry, am familiar with and hereby accept the appointment as Registered Agent for Nicole Kessler Ferry, P. A., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28 day of May, 2002.

Nicole Kessler Ferry  
Nicole Kessler Ferry

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 28<sup>th</sup> day of May, 2002, by Nicole Kessler Ferry, Incorporator.



Jessica A. Burbine  
NOTARY PUBLIC, State of Florida  
My Commission Expires: 9/20/05

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_