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Division of Corporations

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To:

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Fax Number : (850)205-0381

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.  
Account Number : I19990000006  
Phone : (407)425-7010  
Fax Number : (407)425-2747

## FLORIDA PROFIT CORPORATION OR P.A.

### SHUFFIELD, LOWMAN & WILSON, P.A.

|                       |         |
|-----------------------|---------|
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SHUFFIELD, LOWMAN & WILSON, P.A.**

**THE UNDERSIGNED** incorporator, being duly licensed to practice law under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form **SHUFFIELD, LOWMAN & WILSON, P.A.** (the "Professional Corporation"), under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes.

**ARTICLE I  
NAME**

The name of the Professional Corporation is **SHUFFIELD, LOWMAN & WILSON, P.A.**

**ARTICLE II  
PHYSICAL ADDRESS AND MAILING ADDRESS**

The physical and mailing address of the Principal Office of the Professional Corporation is 1000 Legion Place, Suite 1700, Orlando, Florida 32801. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Professional Corporation.

**ARTICLE III  
SPECIFIC PURPOSE**

The Professional Corporation is formed for the sole and specific purpose of rendering professional services in every phase and aspect of the practice of law; provided, however, that the Professional Corporation may, in addition, invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services in the practice of law.

**ARTICLE IV  
SHARES**

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

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| <u>Number of Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u>     |
|------------------------------------|------------------|---------------------------|
| 1,000                              | \$0.01           | Class A Voting Common     |
| 10,000                             | \$0.01           | Class B Non-Voting Common |

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Professional Corporation.

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Class A Voting Common Stock shall have no cumulative voting rights in any election of directors of the Professional Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Professional Corporation shall have the right, upon the sale, for cash or otherwise, of any new stock of the Professional Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. Authorized Purchasers. None of the shares of the Professional Corporation may be issued to anyone other than a professional service corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Professional Corporation, and the Registered Agent at such address are as follows:

W. Charles Shuffield  
1000 Legion Place, Suite 1700  
Orlando, Florida 32801

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TALLAHASSEE, FLORIDA

**ARTICLE VI  
INCORPORATOR**

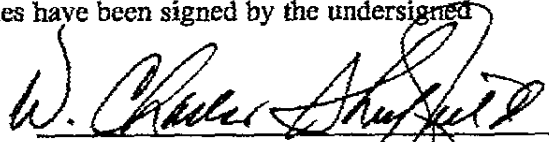
The name and address of the sole incorporator of the Professional Corporation are as follows:

W. Charles Shuffield  
1000 Legion Place, Suite 1700  
Orlando, Florida 32801

**ARTICLE VII  
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla. Stat., the Professional Corporation's corporate existence shall be deemed to have commenced on the date on which these Articles of Incorporation are filed by the Department of State.

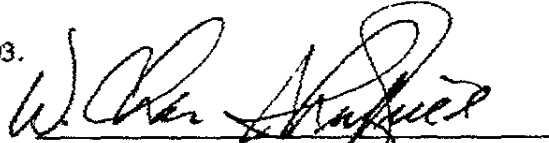
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 25<sup>th</sup> day of September, 2003.

  
W. Charles Shuffield, Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Professional Corporation.

DATED, this 25<sup>th</sup> day of September, 2003.

  
W. Charles Shuffield, Registered Agent