

DEC 23 2004 11:30 AM CORPORATION SERVICE COMPANY  
**P04000171467**

Florida Department of State  
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EFFECTIVE DATE  
12-22-04

**FLORIDA PROFIT CORPORATION OR P.A.**

**ROY J. LARSON, JR., P.A.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION  
OF  
ROY J. LARSON, JR., P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned, being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes).

**FIRST:** The name of the professional service corporation (hereinafter called the "corporation") is Roy J. Larson, Jr., P.A.

**SECOND:** The duration of the corporation shall be perpetual.

**THIRD:** The purposes for which the corporation is organized are as follows:

(a) To engage in every phase and aspect of the practice of law.

(b) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida; provided, however, that only Roy J. Larson, Jr., shall be authorized to provide legal services on behalf of the corporation.

EFFECTIVE DATE  
12-22-04

**FOURTH:** This corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

**FIFTH:** The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One Cent (\$0.01) and are of the same class and are to be common shares.

**SIXTH:** Shares of the corporation's stock shall be issued only to Roy J. Larson, Jr.

**SEVENTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for

such lawful consideration; and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof to any said holder.

**EIGHTH:** The address of the initial registered office and agent of the corporation in the State of Florida is Baker & McKenzie, LLP, 1111 Brickell Avenue, Suite 1700, Miami, FL 33131, Attn: Roy J. Larson, Jr.

**NINTH:** The address of the principal office of the corporation is Baker & McKenzie, LLP, 1111 Brickell Avenue, Suite 1700, Miami, FL 33131, Attn: Roy J. Larson, Jr.

**TENTH:** The number of directors constituting the Board of Directors of the corporation is one (1).

The name and address of the initial member of the Board of Directors of the corporation is as follows:

| <u>NAME</u>         | <u>ADDRESS</u>   |
|---------------------|--|
| Roy J. Larson, Jr., | Baker & McKenzie, LLP<br>1111 Brickell Avenue, Suite 1700<br>Miami, FL 33131<br>Attn: Roy J. Larson, Jr. |

**ELEVENTH:** The name and address of the incorporator is as follows:

| <u>NAME</u>   | <u>ADDRESS</u>  |
|---------------|---|
| Roy J. Larson | Baker & McKenzie, LLP<br>1111 Brickell Avenue, Suite 1700<br>Miami, FL 33131<br>Attn: Roy J. Larson |

**TWELFTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented (except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the provisions and sections of the Florida, General Corporation Act), and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

**THIRTEENTH:** 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 sole shareholder of the Corporation is subject to this reservation.

**FOURTEENTH:** The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by

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NO. 838  
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the Department of State within five (5) days, exclusive of legal holidays, after such date the Incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation  
December 22, 2004.



Roy J. Larson, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**WITNESSETH**

That Roy J. Larson, Jr., P.A., desiring to organize under the laws of the State of Florida, has named Baker & McKenzie, LLP, 1111 Brickell Avenue, Suite 1700, Miami, FL 33131, Roy J. Larson, Jr., as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 22nd day of December, 2004.

Baker & McKenzie, LLP  
Registered Agent

By: Roy J. Larson  
Roy J. Larson, Managing Partner

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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