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david p. millan & associates, pa

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September 3, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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**ARTICLES OF INCORPORATION
OF
DAVID P. MILIAN & ASSOCIATES, PA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, specifically Chapter 621 governing professional service corporations and Chapter 607 governing corporations for profit.

ARTICLE I - NAME

The name of the corporation is: DAVID P. MILIAN & ASSOCIATES, PA

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country subject to the limitations and restrictions set forth in Chapter 621 of the Florida Statutes now and in the future as such applicable law is hereinafter amended. This corporation shall be engaged initially in the business, among other activities permitted by applicable law then in effect, of rendering legal services.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a

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just valuation to be fixed by the Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

This corporation shall have initially one director. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders.

ARTICLE VI - INITIAL DIRECTOR

The name and address of the sole and initial member of the first Board of Directors are:

David P. Milian
1395 Brickell Avenue, Suite 700, Miami, Florida 33131

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:
David P. Milian, 1395 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VIII - BYLAWS

The bylaws may be adopted, altered, amended or repealed by (a) the affirmative vote of a majority of the shares entitled to vote or (b) the affirmative vote of a majority of the board of directors.

ARTICLE IX - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

Articles of Incorporation
DAVID P. MILIAN & ASSOCIATES, PA
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If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office or mailing address is as follows:

1395 Brickell Avenue, Suite 700, Miami, Florida 33131.

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

ARTICLE XIV - INDEMNITY

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with and to the fullest extent permitted by the Florida Statutes, as now

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and hereinafter amended.

ARTICLE XIV - RESTRICTION OF OWNERSHIP, TRANSFER, AND EMPLOYMENT

The corporation may not issue any shares except and only to: (a) a professional corporation, professional limited liability entity, and other organization expressly at all times permitted by then applicable law legally authorized to render the same specific professional services as the corporation; and (b) an individual at all times duly licensed or legally authorized to render specific professional services as the corporation ("Permitted Shareholder").

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this August 28, 2008.



David P. Milian

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**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted. First - that DAVID P. MILIAN & ASSOCIATES, PA desiring to organize under the laws of the State of Florida with its principal office at 1395 Brickell Avenue, Suite 700, Miami, Florida 33131, has named David P. Milian, 1395 Brickell Avenue, Suite 700, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under Chapter 621 of the Florida Statutes.

REGISTERED AGENT: David P. Milian

By: *David P. Milian*

David P. Milian
1395 Brickell Avenue, Suite 700,
Miami, Florida 33131

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