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JUDITH A. RIPPS P.A.

ARTICLE I -- NAME

The name of this corporation is JUDITH A. RIPPS P.A.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on January 1, 1997.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of rendering legal services and any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of par value common stock which shall be designated as "Common Shares."

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at that address is ANGELA M. SMITH.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the members of the initial Board of Directors of the corporation are:

NAME

ADDRESS

Judith A. Ripps

150 East Palmetto Park Road Suite 500 Boca Raton, FL 33432

ARTICLE VIII -- INCORPORATORS

The name and address of the Incorporator signing these articles is: JUDITH A. RIPPS, 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432.

ARTICLE IX -- INDEMNIFICATION

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

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the $22^{-\mu}$ day of December, 1996.

JUDITH A. RIPPS Incorporator STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JUDITH A. RIPPS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Article of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 21d day of December, 1996.

OTARY PUBLIC, State of Florida

at Large

My Commission Expires:

[NOTARIAL SEAL]



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT JUDITH A. RIPPS / P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE SATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED ANGELA M. SMITH, REGISTERED AGENT, LOCATED AT 150 EAST PALMETTO PARK ROAD, SUITE 500, CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: (Corporate Officer)
TITLE:
DATE: 12 /23/96

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 PERFORMANCE OF MY DUTIES.

ANGELA M. SMITH, Resident Agent

DATE: <u>/2/23/96</u>

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