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SCHULER, WILKERSON, HALVORSON & WILLIAMS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW
BARRISTERS BUILDING

1615 FORUM PLACE
FOURTH FLOOR

WEST PALM BEACH, FLORIDA 33401-2382

STEVEN W. HALVORSON*
RICHARD D. SCHULER*
JAMES D. WILKERSON, JR.*
LOUIS L. WILLIAMS*

* BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE 561-689-8180
FACSIMILE 561-684-9683

ADMINISTRATOR:
DEBORAH A. HOSKINS

INVESTIGATORS:
PAULA D. FAVOCCI
GRACE E. SMITH
HANK VAN WIERINGEN, JR.

NURSE CONSULTANT:
RHEA D. DORAN

June 4, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

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RE: Articles of Incorporation
Schuler & Halvorson, P.A.

Dear Sir:

We hereby send you the following:

1. Original and one copy of Articles of Incorporation of Schuler & Halvorson, P.A.
2. Our firm's check payable to your order in the sum of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Registered Agent	35.00

Will you kindly file the original of the enclosed charter and certify the copy and return to me at the address indicated in the above letterhead.

Thank you for your courteous cooperation.

Yours very truly,

Steven W. Halvorson
Steven W. Halvorson

SWH:jaf
Encls.

FILED
98 JUN -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11/98

**ARTICLES OF INCORPORATION
OF
SCHULER & HALVORSON, P.A.**

FILED
98 JUN -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, competent and licensed to practice law in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation shall be **SCHULER & HALVORSON, P.A.**

ARTICLE II

Purpose

The general nature and purpose of 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 all its fields of specializations, as are engaged in by attorneys.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys 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 type of

investments permitted by law.

D. To engage in no other business other than the rendition of the professional services 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 (\$1.00) per share par 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 attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

Duration

The corporation shall have perpetual existence.

ARTICLE V

Registered Agent

The address of this corporation's initial registered office is Barristers Building, 1615 Forum Place, Suite 4D, West Palm Beach, Florida 33401, and the name of its initial Registered Agent is Steven W. Halvorson.

ARTICLE VI

Incorporator

The names and addresses of the Incorporators are as follows:

Richard D. Schuler	Barristers Building 1615 Forum Place, Suite 4D West Palm Beach, Fl. 33401
Steven W. Halvorson	Barristers Building 1615 Forum Place, Suite 4D West Palm Beach, Fl. 33401

ARTICLE VII

Board of Directors

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than than one. The names and addresses of the initial

Directors of this corporation are:

Richard D. Schuler	Barristers Building 1615 Forum Place, Suite 4D West Palm Beach, Fl. 33401
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Steven W. Halvorson	Barristers Building 1615 Forum Place, Suite 4D West Palm Beach, Fl. 33401
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ARTICLE VIII

Informal Shareholder Action

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 corporate records.

ARTICLE IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional 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 professional services. The corporation shall forthwith, upon such

disqualification 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 Director Action

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 as 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 any former officer or director, to the full extent permitted by law.

ARTICLE XII

By-Law Amendment

The power to adopt, alter, amend or repeal the bylaws of this 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 Incorporators have executed these Articles

Articles of Incorporation of
SCHULER & HALVORSON, P.A.

of Incorporation in the State of Florida, this 4th day of June, 1998.

Richard D. Schuler
RICHARD D. SCHULER, Incorporator

St. W. Halvorson
STEVEN W. HALVORSON, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

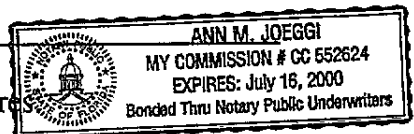
BEFORE ME, the undersigned authority, personally appeared RICHARD D. SCHULER, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as one of the Incorporators, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, on this 4th day of June, 1998.

Ann M. Joeggi
Notary Public, State of Florida

Commission No.:

My commission expires




STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared STEVEN W. HALVORSON, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as one of the Incorporators, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

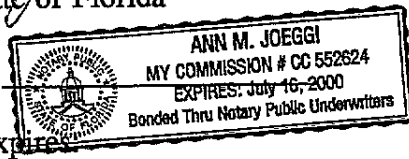
IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, on this 4th day of June, 1998.



Notary Public, State of Florida

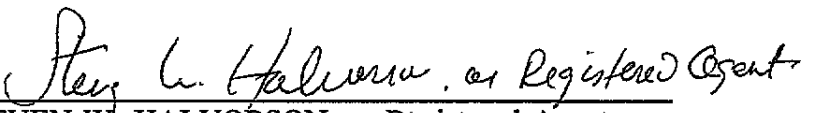
Commission No.:

My commission expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned Registered Agent, as set forth in **ARTICLE V** of the foregoing **ARTICLES OF INCORPORATION OF SCHULER & HALVORSON, P.A.**, does hereby accept the designation of Steven W. Halvorson, Barristers Building, 1615 Forum Place, Suite 4D, West Palm Beach, Fl. 33401, as Registered Agent of said corporation.



STEVEN W. HALVORSON, as Registered Agent

FILED
98 JUN -9 AM 11: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA