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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PAYTON & CARLSON, P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 26, 1999

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: PAYTON & CARLSON, P.A.
REF: W99000012522

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000012867
Letter Number: 599A00029458

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
of
PAYTON & CARLSON, P.A.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Professional Corporation under the provisions of Chapter 621 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is PAYTON & CARLSON, P.A. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

One SE Third Avenue, Suite 1200
Miami, FL 33131

ARTICLE III. - PURPOSE

The general purposes for which the Corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the Corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

This item prepared by:
Kenneth L. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The initial registered office of this Corporation shall be at One SE Third Avenue, Suite 1200, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Harry A. Payton, Esq.

ARTICLE VI. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Harry A. Payton, Esq., One SE Third Avenue, Suite 1200, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 27th day of May, 1999.


Harry A. Payton, Esq.

This item prepared by:
Kenneth L. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

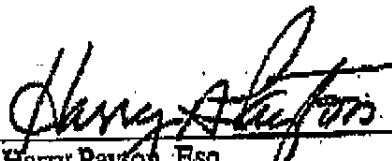
PAYTON & CARLSON P.A.

2. The name and address of the registered agent and the registered office is:

Harry A. Payton, Esq.
One SE Third Avenue, Suite 1200
Miami, FL 33131

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of PAYTON & CARLSON, P.A., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: May 27, 1999



Harry Payton, Esq.

99 MAY 27 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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