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BALES & SOMMERS

ATTORNEYS AT LAW

MARA BETH SOMMERS

DIRECT DIAL 305-532-8090

E-MAIL MARAB.@ATT.NET

July 10, 2000

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Please find enclosed a set of Articles of Incorporation for Bales & Sommers, P.A. and a check in the amount of \$78.75 for the filing fee and a certified copy of the Articles of Incorporation.

Sincerely,

Mara Beth Sommers

Mara Beth Sommers

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00 JUL 12 AM 11:12
SEC. OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BALES & SOMMERS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract, and attorneys duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

1. **Name.** The name of the Corporation is **BALES & SOMMERS, P.A.**

2. **Nature of Business.** The general nature of the business to be transacted by the Corporation is:

a: To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to render professional legal services therein.

b: To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional legal services.

c: To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations,

firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. **Capital Stock.** The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice as an attorney in the State of Florida.

4. **Initial Capital.** The amount of capital with which the Corporation will begin business is \$1,500.

5. **Term of Existence.** The Corporation is to exist perpetually.

6. **Address.** The initial post office address of the principal office of the Corporation in the State of Florida is Nine Island Avenue, #1403, Miami Beach, Florida 33139. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

7. **Directors.** The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no fewer than one (1) and no more than nine (9), and may be modified from time to time by amendment of the Bylaws.

8. **Initial Director.** The names and addresses of the first Board of Directors are: MARA BETH SOMMERS, whose address is Nine Island Avenue, #1403, Miami Beach, FL 33139, and Richard M. Bales, Jr., whose address is 441 Valencia Avenue, # 603, Coral Gables, Florida 33134.

9. **Subscribers.** The names and street addresses of the persons signing the Articles of Incorporation as subscribers, who are attorneys duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock they agree to take, and the value of the consideration therefor are:

MARA BETH SOMMERS, P.A., Nine Island Avenue, #1403, Miami Beach, Florida 33139.
1,000 shares with a consideration of \$1,000.00.

RICHARD M. BALES, JR., P.A., 441 Valencia Avenue, # 603, Coral Gables, Florida
1,000 shares with a consideration of \$1,000.00.

10. **Voting Trusts.** No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

11. **Cumulative Voting for Directors.** At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he or she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

12. **Contracts.** No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party

to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

13. **Restraint on Alienation of Shares.** The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice as an attorney in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to

purchase by the Corporation in accordance with the Bylaws adopted by the shareholders or any other written agreement executed by the shareholders.

14. **Additional Corporate Powers.** In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

a: To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional legal services.

b: To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

c: At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

d: At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

e: To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

15. **Registered Agent.** The initial Registered Agent of the Corporation and his address is: RICHARD M. BALES, JR., 441 Valencia Avenue, # 603, Coral Gables, Florida 33134.

16. **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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF the subscribers have executed these Articles of Incorporation this 10th day of July, 2000.

Mara Beth Sommers
Subscriber

SWORN to and SUBSCRIBED before me on this 10 day of July, 2000.

Shirley Smith
NOTARY PUBLIC - State of Florida at Large

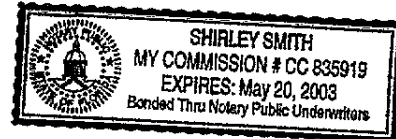
My commission expires: _____



Childs
Subscriber

SWORN to and SUBSCRIBED before me on
this 10th day of July, 2000.

Shirley Smith
NOTARY PUBLIC - State of Florida at Large



My commission expires: _____

Registered Agent's Acceptance

I hereby am familiar with and accept the duties and responsibilities as registered agent for the
above corporation.

Richard M. Bales, Jr.
Richard M. Bales, Jr.

FILED
00 JUL 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA