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FLORIDA PROFIT/NON PROFIT CORPORATION

ROBERT FRACASSO, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROBERT FRACASSO, P.A.**

The undersigned, acting as incorporator of ROBERT FRACASSO, P.A., under the provisions of Chapter 621, Florida Statutes, The Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

ROBERT FRACASSO, P.A.

and the principal place of business is:

201 South Biscayne Boulevard

Suite 1500

Miami, Florida 33131

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging 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 practice law therein.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 201 South Biscayne Boulevard, Suite 1500, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Robert Fracasso.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Robert Fracasso
201 South Biscayne Boulevard
Suite 1500
Miami, Florida 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Robert Fracasso
201 South Biscayne Boulevard
Suite 1500
Miami, Florida 33131

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

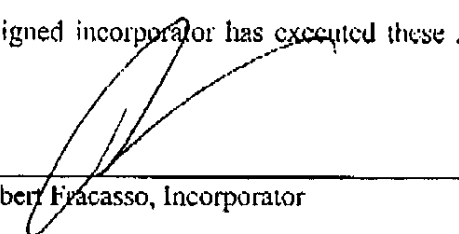
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENTS

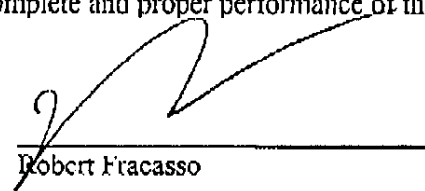
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of April, 2009.


Robert Fracasso, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of Robert Fracasso, P.A., in the foregoing Articles of Incorporation, the undersigned hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Robert Fracasso

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