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AVOLIO & HANLON, P.C.

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TRACY L. MARKHAM ♦  
♦ NJ, PA & FL Bars  
♦ NY & FL Bars

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(215) 493-7558  
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EFFECTIVE DATE  
12-22-99

December 22, 1999

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/23/99--01071--020  
\*\*\*\*\*131.50 \*\*\*\*\*87.50

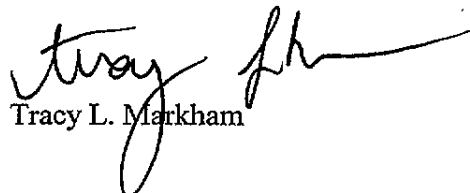
SUBJECT: Setzler & Markham, P.A.

To whom it may concern:

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. I have enclosed a check in the amount of \$131.50 for filing fees. Also enclosed please find a self addressed and stamped envelope for your convenience in returning a certified copy.

Very truly yours,

  
Tracy L. Markham

Enclosures as stated

/dl

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 23 PM 12:51

FILED

F. G. JENSEN JAN 3 1999

**ARTICLES OF INCORPORATION  
OF**

**EFFECTIVE DATE**  
12-22-99

**SETZLER & MARKHAM, P.A.**

**FILED**  
99 DEC 23 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Professional Service Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article 1. NAME AND ADDRESS:**

The name and the corporation is SETZLER & MARKHAM, P.A. and its address is 2730 U.S. 1 South, Suite J, St. Augustine, FL 32086.

**Article 2. DURATION:**

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

**Article 3. PURPOSE:**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact business and for which corporations may be incorporated under the Florida Professional Service Corporation Act, Florida Statute, Chapter 621.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**Article 4. SPECIFIC NATURE OF BUSINESS:**

To practice the profession and activity as a licensed attorney under regulation and proper licensing by The Florida Bar.

**Article 5. CAPITAL STOCK:**

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. At no time shall any other person, corporation, or other entity, hold shares of this corporation unless they are a properly licensed attorney licensed under the authority of The Florida Bar. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

**Article 6. INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of the Corporation is 2730 U.S. 1 South, Suite J, St. Augustine, FL 32086, and the name of its initial Registered Agent at that address is Tracy L. Markham.

**Article 7. INITIAL BOARD OF DIRECTORS:**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

Tracy L. Markham  
2730 U.S. 1 South  
Suite J  
St. Augustine, FL 32086

And

David M.W. Setzler  
2730 U.S. 1 South  
Suite J  
St. Augustine, FL 32086

**Article 8. BY-LAW AMENDMENT:**

The name and address of each Incorporators is as follows:

Tracy L. Markham  
2730 U.S. 1 South  
Suite J  
St. Augustine, FL 32086

And

David M.W. Setzler  
2730 U.S. 1 South  
Suite J  
St. Augustine, Fl 32086

**Article 9. BY-LAW AMENDMENT:**

The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the corporation. This right shall be vested in the Board of Directors and the Shareholders.

**Article 10. INDEMNIFICATION:**

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

**Article 11. INFORMAL ACTION OF DIRECTORS:**

If all Directors severally or collectively consent in writing to 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 valid as though it had been authorized at a meeting at the Board of Directors.

**Article 12. AMENDMENT OF ARTICLES:**

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

**Article 13. PRE-EMPTIVE RIGHTS:**

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**Article 14. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

**Article 15. OFFICERS:**

The Officers of the Corporation shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation:

Tracy L. Markham  
2730 U.S. 1 South  
Suite J  
St. Augustine, FL 32086

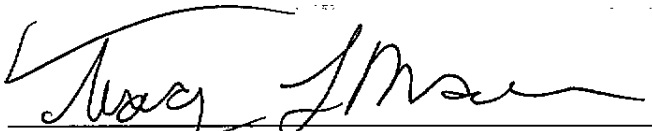
Vice President, Secretary and Treasurer

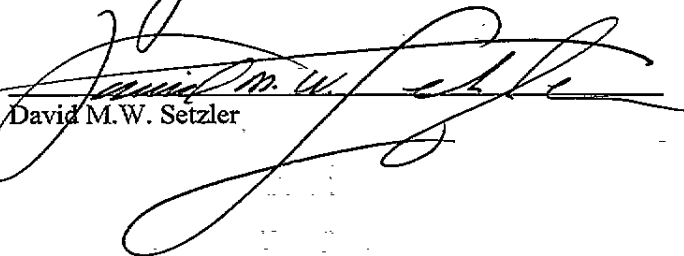
And

David M.W. Setzler  
2730 U.S. 1 South  
Suite J  
St. Augustine, FL 32086

President

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this the 22 day of December, 1999.

  
Tracy L. Markham


  
David M.W. Setzler

STATE OF FLORIDA

COUNTY OF ST. JOHNS

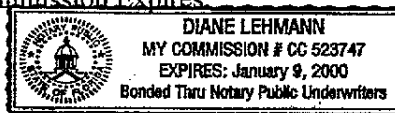
Before me the undersigned authority, personally appeared Tracy L. Markham to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged that she executed such instrument.

Witness my hand and seal this the 22<sup>nd</sup> day of December, 1999.

  
Notary Public, State of Florida  
My Commission Expires:

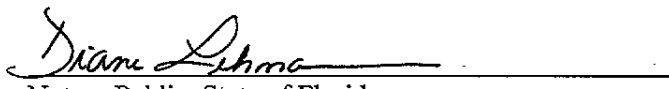
STATE OF FLORIDA

COUNTY OF ST. JOHNS



Before me the undersigned authority, personally appeared David M.W. Setzler to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed such instrument.

Witness my hand and seal this the 22<sup>nd</sup> day of December, 1999.

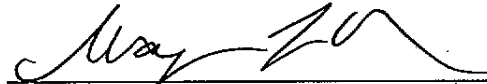
  
Notary Public, State of Florida  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of SETZLER & MARKHAM, P.A., which is contained in the foregoing Articles of Incorporation.

Dated this the 22 day of December, 1999.

A handwritten signature in cursive script, appearing to read "Tracy L. Markham", written over a horizontal line.

Tracy L. Markham  
Registered Agent

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT  
FOR A FLORIDA CORPORATION**

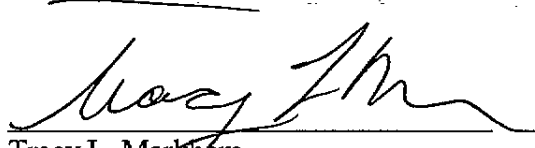
**SETZLER & MARKHAM, P.A.**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Setzler & Markham, P.A.
2. The name of the registered agent is Tracy L. Markham.
3. The address of the registered agent/registered office is 2730 U.S. 1 South, Suite J, St. Augustine Florida 32084.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Tracy L. Markham

Date: 12/22/99

SECRETARY OF STATE  
TALAHASSEE, FLORIDA

99 DEC 23 PM 12:51

FILED