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FLORIDA PROFIT CORPORATION OR P.A.

STONEBURNER BERRY & GOLDMAN, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STONEBURNER BERRY & GOLDMAN, P.A.**

The undersigned, an attorney duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Stoneburner Berry & Goldman, P.A.

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law, the same professional services that an attorney duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

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ARTICLE IV CAPITAL STOCK

(a) **Authorized Capital.** The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) **Limitation on Issuance.** None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 225 Water Street, Suite 2050, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Gresham R. Stoneburner. This address shall also be the principal office address.

ARTICLE VI DIRECTORS

(a) **Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
James I. Vance Berry, Jr.	225 Water Street, Suite 2050 Jacksonville, FL 32202
Nathan D. Goldman	225 Water Street, Suite 2050 Jacksonville, FL 32202
Gresham R. Stoneburner	225 Water Street, Suite 2050 Jacksonville, FL 32202

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(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator of this corporation are:

Name

Address

James I. Vance Berry, Jr.

2050 Water Street, Suite 2050
Jacksonville, FL 32202

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**ARTICLE X
AMENDMENT**

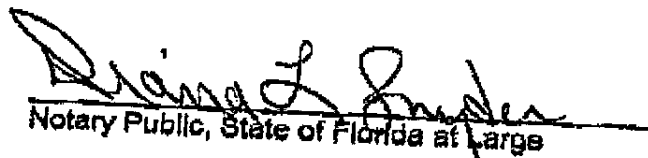
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 3rd day of January, 2000.


James I. Vance Berry, Jr.

STATE OF FLORIDA)
)ss.
COUNTY OF DUVAL)

The foregoing Instrument was acknowledged before me this 3rd day of January 2000, by James I. Vance Berry, Jr. He is personally known to me.


Notary Public, State of Florida at Large

My Commission Expires  Diana L. Snyder
MY COMMISSION # C075845 EXPIRES
January 12, 2003
LONG BEACH TRUST COMPANY, INC.

01/04/0

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 3, 2000

Gresham R. Stoneburner
Gresham R. Stoneburner

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TALLAHASSEE, FLORIDA

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