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LAW OFFICES OF  
**MEAD & THANKACHEN**  
ATTORNEYS AT LAW

370 WEST CAMINO GARDENS BOULEVARD, SUITE 300  
BOCA RATON, FLORIDA 33432

SAM THANKACHEN  
Attorney at Law

PALM BEACH: (561) 362-7778  
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September 21, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
00 SEP 25 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Mead & Thankachen, P.A.

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-09/25/00--01144--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam,

Enclosed please find the articles of incorporation for the above referenced corporation and a true copy, along with a check for \$78.75 to cover the cost of filing (\$70.00) and the cost of the certified copy (\$8.75).

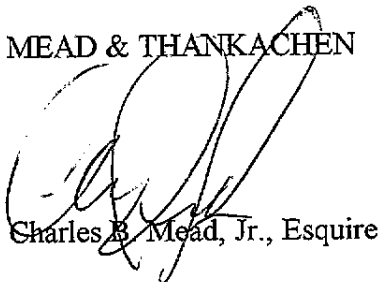
Please return the certified copy to me at:

Charles B. Mead, Jr., Esq.  
370 West Camino Gardens Blvd, Suite 300  
Boca Raton, Florida 33432

If you should have any questions or comments, please feel free to give me a call. Thank you.

Sincerely,

MEAD & THANKACHEN



Charles B. Mead, Jr., Esquire

SEP 27 2000

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**ARTICLES OF INCORPORATION FOR  
MEAD & THANKACHEN, P.A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice in the profession of Law as attorneys in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is MEAD & THANKACHEN, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 370 West Camino Gardens Blvd, Suite 300, City of Boca Raton, County of Palm Beach, State of Florida 33432. The name of the initial registered agent of the corporation, located at that office, is Charles, B. Mead, Jr.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the corporation is attorney/legal services.

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ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock and have value of \$.10 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$100.00.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: buy and sell stock, property, etc.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Charles B. Mead, Jr.  
370 West Camino Gardens Blvd, Suite 300  
Boca Raton, Florida 33432

Sam Thankachen, Esq.  
370 West Camino Gardens Blvd, Suite 300  
Boca Raton, Florida 33432

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ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

Charles B. Mead, Jr., P.A.  
MEAD & THANKACHEN, P.A.  
370 West Camino Gardens Blvd, Suite 300  
Boca Raton, Florida 33432

Sam Thankachen, P.A.  
MEAD & THANKACHEN, P.A.  
370 West Camino Gardens Blvd, Suite 300  
Boca Raton, Florida 33432

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

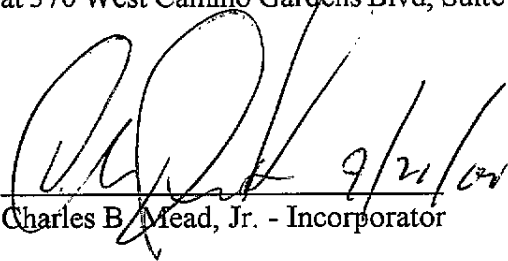
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 10 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

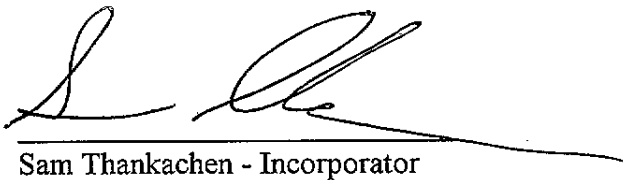
ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 370 West Camino Gardens Blvd, Suite 300, Boca Raton, Florida 334323 on September 21, 2000.

 9/21/00  
Charles B. Mead, Jr. - Incorporator

  
Sam Thankachen - Incorporator

CERTIFICATE OF DESIGNATION

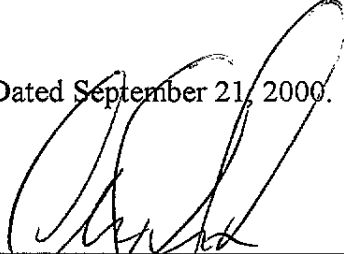
REGISTERED AGENT/REGISTERED OFFICE

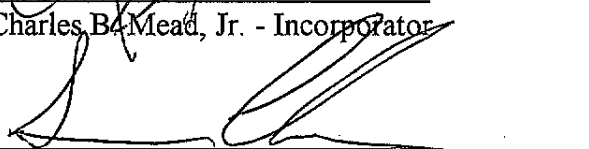
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: MEAD & THANKACHEN, P.A.
2. The name and address of the registered agent and office are:

Charles B. Mead, Jr.  
Mead & Thankachen, P.A.  
370 West Camino Gardens Blvd., Suite 300  
Boca Raton, Florida 33432

Dated September 21, 2000.

  
\_\_\_\_\_  
Charles B. Mead, Jr. - Incorporator

  
\_\_\_\_\_  
Sam Thankachen - Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

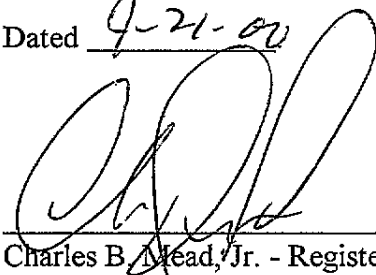
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AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated 9-21-00

  
\_\_\_\_\_  
Charles B. Mead, Jr. - Registered Agent