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Local Government Lawyer

BAILEY BUILDING
3339 CARDINAL DRIVE, SUITE 200
VERO BEACH, FLORIDA 32963

TELEPHONE (561) 231 - 1778

PLEASE REPLY TO FORT PIERCE

November 16, 2000

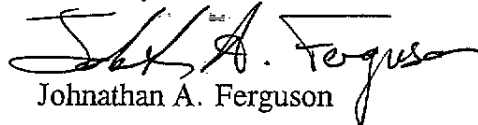
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Johnathan A. Ferguson, P.A.

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for Johnathan A. Ferguson, P.A. Please certify the copy of the articles and return to this office at your earliest convenience. I have enclosed my check in the amount of \$78.75 for the required fees and certification.

Sincerely,


Johnathan A. Ferguson

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Enclosures

Johnathan GAVE

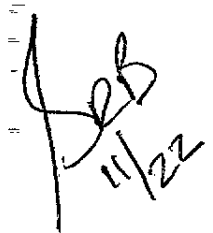
AUTHORIZATION BY PHONE TO

CORRECT Principal address

DATE 11/22

EXAM. SEB

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00 NOV 20 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


11/22

ARTICLES OF INCORPORATION OF JOHNATHAN A. FERGUSON, P.A.

The undersigned natural person, who is licensed or otherwise duly authorized to render professional legal services in the State of Florida, hereby associates himself with the intention of forming a Professional Corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is Johnathan A. Ferguson, P.A.
1600 S Federal Hwy, Ste 200, Ft. Pierce, Fl. 34950-

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. To render professional legal services to the general public in every phase, aspect, and manner that an attorney at law, 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 or otherwise duly authorized to render such professional services within the State of Florida as attorneys at law.

B. To invest the funds of this 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 the professional services set out herein.

C. To do any and everything necessary, suitable, convenient, 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 or any amendment hereto necessary or incidental to the protection and benefit of the corporation, with all of the powers now or hereafter conferred by the laws of the State of Florida upon professional service corporations; 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 this corporation as otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of Fifty Cent (\$0.50) par value common stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such Bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness that may at any time be due by the holder of the same unto the corporation.

ARTICLE V - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK

This corporation shall not issue any of its capital stock to any person other than an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated. If any shareholder of this corporation becomes legally disqualified from rendering such professional service within the State of Florida or accepts

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

employment that, pursuant to law, places restrictions or limitations upon his continued rendering of such professional service, he shall immediately dispose of any capital stock owned by him in this corporation. No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated. No shareholder of this 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 of capital stock in this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1600 S. Federal Highway, Suite 200, Fort Pierce, Florida 34950-5194. The name of the initial Registered Agent of this corporation at that address is Johnathan A. Ferguson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time by amending the Bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Johnathan A. Ferguson
1600 S. Federal Highway, Suite 200
Fort Pierce, FL 34950-5194

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Johnathan A. Ferguson
1600 S. Federal Highway, Suite 200
Fort Pierce, FL 34950-5194

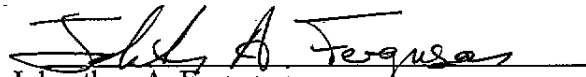
ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 15th day of November, 2000.


Johnathan A. Ferguson

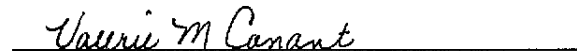
STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 15th day of November, 2000, by Johnathan A. Ferguson. He is ☒ personally known to me, or ☐ has produced _____ as identification and ☐ did ☐ did not take an oath.

[Notary Seal]



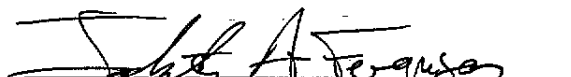
Valerie M. Canant
MY COMMISSION # CC803088 EXPIRES
April 4, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Print Name: VALERIE M CANANT
Notary Public-State of Florida
My commission expires

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of November, 2000


Johnathan A. Ferguson
Registered Agent