

Division of Corporations

Page 1 of

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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EFFECTIVE DATE

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From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : 119990000133
Phone : (904) 354-2050
Fax Number : (904) 354-5842

FLORIDA PROFIT CORPORATION OR P.A.

Michael E. Goodbread, Jr., P.A.

Certificate of Status	0
Certified Copy	0
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M. McKnight DEC 28 2000

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ARTICLES OF INCORPORATION
OF
MICHAEL E. GOODBREAD, JR., P.A.

ARTICLE I.

NAME

The name of this corporation is MICHAEL E. GOODBREAD, JR., P.A.

ARTICLE II.

PURPOSE

This corporation is organized for the purpose of rendering professional legal services and engaging in and transacting all other business not in conflict with said purpose as may be permitted under the laws of the State of Florida.

ARTICLE III.

PROFESSIONAL CORPORATION RESTRICTIONS

This corporation shall be a professional corporation governed by the provisions of Chapter 621, Florida Statutes. This corporation shall not issue its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services. No shareholder of this corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock. No shareholder of this corporation may sell or transfer his or her shares of capital stock of this corporation except to an individual or entity that is eligible under the provisions of Chapter 621, Florida Statutes, to be a shareholder of a professional corporation providing legal services. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places

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restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

ARTICLE IV.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

ARTICLE V.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on January 1, 2001.

ARTICLE VI.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael E. Goodbread, Jr. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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ARTICLE VIII.

INCORPORATOR

The name and address of the Incorporator of this corporation is:


Michael E. Goodbread, Jr.
50 N. Laura Street, Suite 3300
Jacksonville, Florida 32202

ARTICLE IX.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 27 day of December, 2000.


Michael E. Goodbread, Jr., Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MICHAEL E. GOODBREAD, JR., P.A.**

Pursuant to Section 607.0501, Florida Business Corporation Act, Michael E. Goodbread, Jr., located at 50 N. Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon MICHAEL E. GOODBREAD, JR., P.A., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 27 day of December, 2000.


Michael E. Goodbread, Jr., Registered Agent

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