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LAW OFFICES

BROOKMYER, HOCHMAN, PROBST & NADEAU, P.A.

GARDENS PLAZA

3300 PGA BOULEVARD, SUITE 500

PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 624-2110

FACSIMILE (561) 624-2425

STUART OFFICE

BY APPOINTMENT ONLY

ROYAL PALM FINANCIAL CENTER

759 S. FEDERAL HIGHWAY

SUITE 212

STUART, FLORIDA 34995-2425

TELEPHONE (561) 223-4030

GARY BROOKMYER  
ELLIOT F. HOCHMAN  
DANIEL J. PROBST  
DONNA A. NADEAU

December 21, 2000

Via Federal Express

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

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-12/27/00--01025--010  
\*\*\*\*\*73.75 \*\*\*\*\*73.75

Re: Articles of Incorporation of The Law Offices of Daniel J. Probst, P.A.

**EFFECTIVE DATE**  
01-01-01

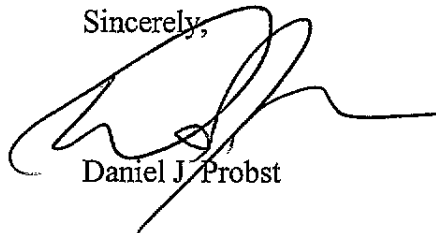
Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of Articles of Incorporation, along with an original Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process may be Served in regard to the above-referenced matter. Upon receipt of the enclosed for filing, please return a certified copy to me in the self-addressed stamped envelope provided for your convenience.

Also enclosed is a check in the amount of \$73.75 for the \$35.00 filing fee, together with the \$30.00 registered agent fee, and \$8.75 for the certified copy.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

DJP/cl  
Enclosures

T. Burch JAN 3 2001

**ARTICLES OF INCORPORATION  
(Professional Service Corporation)  
OF**

**THE LAW OFFICES OF DANIEL J. PROBST, P.A., a Professional Association**

THE UNDERSIGNED, being duly licensed to practice law in the State of Florida, desiring to form a Professional Corporation in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes and the Florida Professional Service Corporation Act, Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **THE LAW OFFICES OF DANIEL J. PROBST, P.A.**

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date of this corporation is January 01, 2001 and the duration of this corporation is perpetual.

**EFFECTIVE DATE**

01-01-01

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in the practice of law, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at \$1.00 par value per share.

**ARTICLE V - CAPITAL**

The amount of stated capital with which the corporation shall begin business is One Hundred and 00/100 Dollars (\$100.00).

**ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

**ARTICLE VII - PRINCIPAL PLACE OF BUSINESS,  
INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, FL 33410 and the name of its initial registered agent at that address is **DANIEL J. PROBST, ESQ.** The principal place of business shall also be at that same address.

### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one. The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
DANIEL J. PROBST, ESQ.	3300 PGA Boulevard, Suite 500 Palm Beach Gardens, FL 33410

### ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
DANIEL J. PROBST, ESQ.	3300 PGA Boulevard, Suite 500 Palm Beach Gardens, FL 33410

### ARTICLE X - COMMON DIRECTORS

#### TRANSACTIONS BETWEEN CORPORATIONS

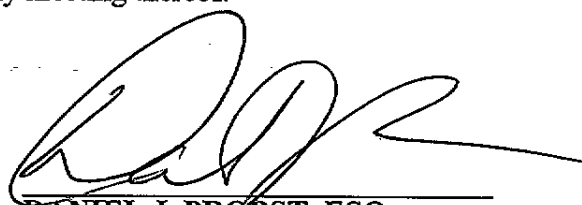
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

### ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED 12/22, 2000.

  
\_\_\_\_\_  
DANIEL J. PROBST, ESQ.  
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of December, 2000, by **DANIEL J. PROBST, ESQ.**, who is personally known to me or has produced as identification and [did/did not] take an oath.

  
Notary Public  
My Commission Expires: 8-22-2004

CHRISTINE M. LORD  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC962777  
EXPIRES 8/22/2004  
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

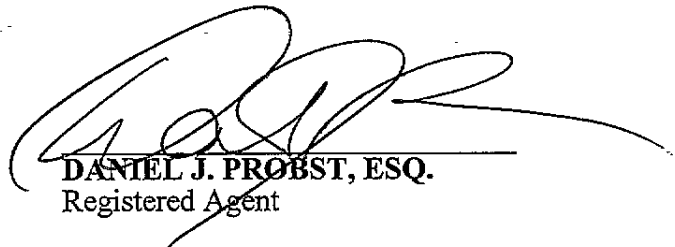
In compliance with the Florida Statutes, the following is submitted:

**THE LAW OFFICES OF DANIEL J. PROBST, P.A.**, a Professional Association, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named **DANIEL J. PROBST, ESQ.**, located at 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, FL 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

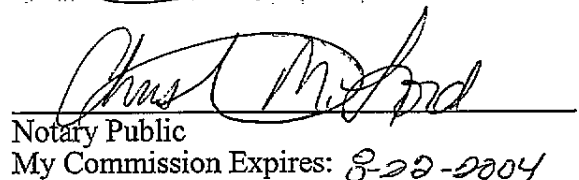
DATE: 12/22, 2000

  
**DANIEL J. PROBST, ESQ.**  
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of December, 2000, by **DANIEL J. PROBST, ESQ.**, who is personally known to me, or has produced as identification and [did/and not] take an oath.

  
Notary Public  
My Commission Expires: 8-22-2004

**CHRISTINE M. LORD**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC962777  
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