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**ZELLER & ASSOCIATES, L.L.C.**

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

Of Counsel:

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

Jeffrey M. Siskind, Esq.

FIRST UNION BANK BUILDING  
411 SOUTH COUNTY ROAD, SUITE 200  
PALM BEACH, FLORIDA 33480  
TELEPHONE : (561) 802-4480  
TELEFAX: (561) 832-1492

Offices In:  
Bal Harbour  
Palm Beach

January 29, 2001

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-01/31/01--01063--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for Palm Beach Law Center, Inc., and our Trust Account Check in the amount of \$70.00 for the following:

1. \$35.00 for the Filing Fee.
2. \$35.00 for the Registered Agent Designation Fee.

Thank you for your courtesy and cooperation in this matter.

If you should have any questions, please contact me at the above number.

Sincerely,



Ronald J. Zeller, Esq.  
RJZ:stz

w/Enclosures

FILED  
01 JAN 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION  
OF  
PALM BEACH LAW CENTER, INC.

FILED  
01 JAN 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be Palm Beach Law Center, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) Management of, and investment in commercial technological properties servicing the legal profession , and any or all lawful activities in connection therewith, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) Transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 100 shares of \$5.00 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be preemptive rights.

**ARTICLE V**  
**Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 411 South County Road, Suite 200, Palm Beach, Florida 33480, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

**ARTICLE VII**  
**Initial Board of Directors**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director(s) of this Corporation is as follows:

Suzanne T. Zeller

411 South County Road  
Suite 200  
Palm Beach, Florida 33480

**ARTICLE VIII**  
**By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX**  
**Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE X**  
**Special Provisions**

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in, or is an officer or director, or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction or the Corporation, or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is or are a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

**ARTICLE XI**  
**Incorporator**

The name and address of the person signing these Articles is as follows: Suzanne T. Zeller, 411 South County Road, Suite 200, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29<sup>th</sup> day of January, 2001.

Suzanne T. Zeller  
Suzanne T. Zeller, Incorporator


STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Suzanne T. Zeller, personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 29<sup>th</sup> day of January, 2001.

Ronald J. Zeller  
Notary Public - \_\_\_\_\_  
My Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

 Ronald J Zeller  
My Commission CC671960  
Expires August 14, 2001


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 SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT PALM BEACH LAW CENTER, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED RONALD J. ZELLER, ESQ., LOCATED AT 411 SOUTH COUNTY ROAD, SUITE 200, PALM BEACH, FLORIDA 33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Suzanne T. Zeller Incorporator

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
RONALD J. ZELLER, ESQ.  
Registered Agent  
Dated: January 29, 2001

FILED  
01 JAN 31 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA