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EFFECTIVE DATE

7-1-01

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**GUILFORD & RASH, P.A.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
GUILFORD & RASH, P.A.

EFFECTIVE DATE  
7-1-01

The undersigned incorporator, for purposes of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is GUILFORD & RASH, P.A.

ARTICLE II - EXISTENCE

This corporation shall exist perpetually, commencing on July 1, 2001.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business related to the practice of law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial principle office of this corporation is Courthouse Tower, Suite 750, 44 West Flagler Street, Miami, Florida, 33130, and the name of the initial registered agent of this corporation is DAVID C. RASH.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) board of directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than two. The names and addresses of the initial board of directors of this corporation are:

Name

Address

MICHAEL F. GUILFORD

Courthouse Tower  
Suite 750  
44 West Flagler Street  
Miami, Florida 33130

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DAVID C. RASH

Courthouse Tower  
Suite 750  
44 West Flagler Street  
Miami, Florida 33130

#### **ARTICLE VII - OFFICERS**

The names and addresses of the officers of this corporation shall be:

##### **Name**

##### **Address**

MICHAEL F. GUILFORD  
President  
Secretary

Courthouse Tower  
Suite 750  
44 West Flagler Street  
Miami, Florida 33130

DAVID C. RASH  
Vice President  
Treasurer

Courthouse Tower  
Suite 750  
44 West Flagler Street  
Miami, Florida 33130

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator to these Article of Incorporation is:

##### **Name**

##### **Address**

DAVID C. RASH

Courthouse Tower  
Suite 750  
44 West Flagler Street  
Miami, Florida 33130

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - SMALL BUSINESS CORPORATION DESIGNATION**

This corporation shall be a "small business corporation" as defined in IRA Section 1244 (c).

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**ARTICLE XI - RESERVATION OF RIGHTS**

This corporation reserves the right to amend or repeal any provisions 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, the undersigned subscriber has executed these Article of Incorporation this 2<sup>nd</sup> day of July 2001.

GUILFORD &amp; RASH, P.A.

By: *David C. Rash*  
DAVID C. RASH

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF MIAMI-DADE        )

The foregoing Articles of Incorporation were acknowledged before me this 2<sup>nd</sup> day of July 2001, by DAVID C. RASH, Subscriber, who is personally known to me and who did take an oath.



Maiteidy Casarilla  
MY COMMISSION # DD003122 EXPIRES  
February 20, 2005  
BONDED THIRD TRUST FARM INSURANCE INC

(Signed)

(Printed)

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

*Maiteidy Casarilla*  
Maiteidy Casarilla

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DIVISION OF CORPORATIONS

My commission expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with the and accept the obligations of my position as Registered Agent.

*David C. Rash*  
DAVID C. RASH  
Registered Agent

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