

*PO1000090032*  
Law Office of  
**DAVID B. STEARNS**  
Attorney at Law

2101 CORPORATE BOULEVARD  
SUITE 101  
BOCA RATON, FLORIDA 33431  
DSTEARN@MEDIAONE.NET

PHONE (561) 998-8500  
FAX (561) 912-0045  
BROWARD (954) 698-1090

Wednesday, September 05, 2001

Secretary of State  
Corporations division  
P.O. Box 6327  
Tallahassee, Florida 32314

400004578414--3  
-09/10/01--01103--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of David B. Stearns, P.A.

Greetings:

Enclosed please find an original and one copy for certification of Articles of Incorporation for the above referenced new Florida Corporation to be formed. Also enclosed please find check # for

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75

TOTAL \$ 78.75

Please file the Articles of Incorporation and return one certified copy thereof to the undersigned. Thank you for your attention to this matter.

Very truly yours,

*David B. Stearns*

David B. Stearns

FILED  
01 SEP 10 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9-13-01  
WCC*

ARTICLES OF INCORPORATION OF DAVID B. STEARNS, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice in the profession of law in the state of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act; and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of this Corporation is DAVID B. STEARNS, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:  
to practice the profession of law, to counsel on matters concerning the law, to practice to the courts of the State of Florida, the United States, and elsewhere, and to render such services as are ancillary to the practice of law, all in accordance with the rules regulating the Florida Bar and the Rules of Professional Conduct contained therein. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all powers which a Florida Professional Legal Service Corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate or personal property of any nature, or any interests therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient, or advisable to accomplish one or more of the purposes of the corporation, or which shall at any time appear to be for the benefit of the corporation in connection therewith, which may now or hereafter be lawful for the corporation to do or exercise under and pursuance of the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock of the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of one dollar per share. Such shares shall be of a single class of common stock. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the corporation is 2101 Corporate Boulevard, Suite 101 Boca Raton, Florida 33431, and the name of its initial registered agent is DAVID B. STEARNS. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as the Director of the Corporation unless the person is duly licensed to practice Law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

FILED  
01 SEP 10 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2101 Corporate Boulevard, Suite 101 Boca Raton, Florida 33431

ARTICLE VII. SUBSCRIBERS

*The names and addresses of the Subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:*

2101 Corporate Boulevard, Suite 101 Boca Raton, Florida 33431

ARTICLE VIII. RESTRAINT ON ALIENATION

*No shareholder may sell or transfer his share of the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida Law.*

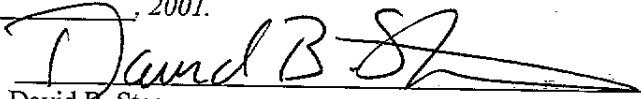
ARTICLE IX. DISQUALIFICATION

*If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with, and financial interest in, the Corporation*

ARTICLE X. AMENDMENT

*These articles of incorporation may be amended in the manner provided by law.*

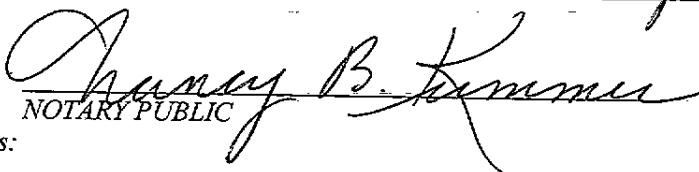
5 IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this the day of Sept, 2001.

  
David B. Stearns

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

*BEFORE ME, personally appeared DAVID B. STEARNS, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.*

WITNESS my hand and official seal, this the 5th day of Sept., 2001, in the aforesaid County and State

  
NOTARY PUBLIC

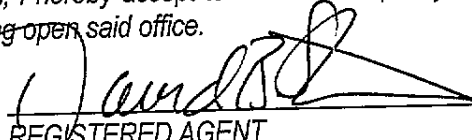
My Commission Expires:



Nancy B. Kummer  
Commission # CC 802755  
Expires JAN. 30, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT

FILED  
01 SEP 10 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399