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**FLORIDA PROFIT CORPORATION OR P.A.**

**KENNETH G. GILMAN, P.A.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
KENNETH G. GILMAN, P.A.

THE UNDERSIGNED, acting as sole incorporator of a professional corporation for profit to be formed under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

KENNETH G. GILMAN, P.A.

SECOND: The initial principal office and mailing address of the Corporation is:

300 Dunes Blvd., Suite 801  
Naples, FL 34110

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP INC.

FIFTH: The name and address of the sole incorporator of the Corporation is:

Kenneth G. Gilman  
300 Dunes Blvd., Suite 801  
Naples, Florida 34110

Prepared by Joel H. Schechter, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101-3032  
(941) 262-8311  
Florida Bar No. 0606987

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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Kenneth G. Gilman, Esq.  
300 Dunes Blvd., Suite 801  
Naples, Florida 34110

SEVENTH: The general purposes for which this Corporation is organized shall be :

1. To render legal services to the general public, and to do all things in connection therewith that are customarily done by attorneys under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Professional Service Corporation and Limited Liability Company Act.

EIGHTH: No one other than an individual who is duly licensed or legally authorized to render legal services in the State of Florida may own stock of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any Shareholder who becomes legally disqualified to render legal services shall sever all employment with and financial interest in the Corporation. No Shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a Shareholder of the Corporation.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 2001.

  
Kenneth G. Gilman, Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: KENNETH G. GILMAN, P.A.
2. The name and address of the registered agent and office is:

CLASP INC.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

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*Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 and accept the obligations of my position as registered agent.*

CLASP INC., Initial Registered Agent

By:

  
Joel H. Schechter, its President

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