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Law Office of Cynthia Tolbert
The Cascades, Suite 135
1515 East Silver Springs Blvd.
Ocala, Florida 34470
(352) 622-7600

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 25 PM 12:34

January 23, 2002

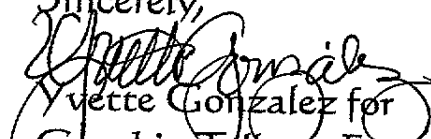
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Department of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, FL 32314

To whom this may concern:

Enclosed please find an Article of Incorporation. If you
have any questions you may give us a call at (352) 622-7600.
Thank you and have a nice day.

Sincerely,


Yvette Gonzalez for
Cynthia Tolbert, Esq.

Enclosure

1-31-02
WC

**ARTICLES OF INCORPORATION OF THE LAW
OFFICE OF CYNTHIA TOLBERT, ESQUIRE**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

The Law Office of Cynthia Tolbert, P.A.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be The Cascades, Suite 135, 1515 East Silver Springs Blvd., Ocala, FL 34470.

ARTICLE III. NATURE OF BUSINESS

This corporation is established to primarily render general legal services but will also engage in real estate transactions.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 8,000 shares of common stock having no par value per share.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be The Cascades, Suite 135, 1515 East Silver Springs Blvd., Ocala, FL 34470 and the name of the initial registered agent of this corporation at that address is Cynthia Tolbert.

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ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate power shall be exercised by and under the authority of and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director until the first annual meeting of the shareholders. The name and address of the initial member of the Board of Directors is:

*Cynthia Tolbert 2110 SW Fort King, Ocala, Florida 34474
President and CEO*

ARTICLE VIII. INCORPORATORS

The name and street address of the Incorporator of these Articles of Incorporation are the following:

Cynthia Tolbert 2110 SW Fort King, Ocala, Florida 34474

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENTS

The Board of Directors has the right to amend or repeal any provision herein contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders are subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of January 2002.

Cynthia Tolbert Esquivel
Cynthia Tolbert
Incorporator

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

Persuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

- 1. The name of the corporation is The Law Office of Cynthia Tolbert, P.A.*
- 2. The name and address of the registered agent and her office is:*

*Cynthia Tolbert, Esquire
The Cascades, Suite 135, 1515 East Silver Springs Blvd., Ocala, Florida 34472*

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.

Dated on this 23rd day of January 2002.

Cynthia Tolbert, Esquire
Cynthia Tolbert, Esquire
Registered Agent

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