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## Florida Department of State

Division of Corporations

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Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

BRYAN J. YARNELL, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	046
Estimated Charge	\$70.00

W-8476

02 MAR 28 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BRYAN J. YARNELL, P.A.

THE UNDERSIGNED, incorporator, a natural person competent to contract and duly licensed to render services as a lawyer in the State of Florida, hereby organizes and incorporates under the Professional Service Corporation Act, Florida Statute Chapter 621, and Florida Statute 607 not in conflict therewith, and adopts the following Articles of Incorporation.

ARTICLE I - Name and Address

The name of this Corporation is: BRYAN J. YARNELL, P.A., and the principal place of business and mailing address is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

ARTICLE II - Commencement, Duration, and Purpose

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual. The purpose of the corporation is to provide legal services to the extent authorized by law.

ARTICLE III - Stock

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock at \$0.001 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus. Shares of stock shall only be issued to individuals licensed as lawyers in the State of Florida, and may not be transferred or held by others not authorized under the Professional Service Corporation Act.

ARTICLE IV - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when

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authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### ARTICLE VI - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 1645 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Bryan J. Yarnell.

#### ARTICLE VII - Directors

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Bryan J. Yarnell	1645 Palm Beach Lakes Boulevard West Palm Beach, Suite 550, Florida 33401

#### ARTICLE VIII - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Bryan J. Yarnell	1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401

#### ARTICLE IX

##### Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such

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relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

#### Article XI B Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

DATED this 28<sup>th</sup> day of March, 2002.

  
BRYAN J. YARNELL  
Incorporator

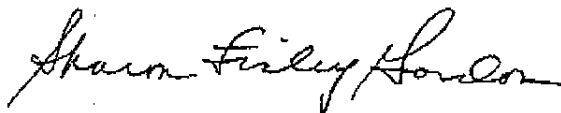
STATE OF FLORIDA           )  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bryan J. Yarnell to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of March, 2002.

Notary Public State of Florida at Large  
My Commission Expires:

Sign:



FAX AUDIT NO.: (((H02000064942 4)))

SHARON FINLEY-GORDON  
Notary Public - State of Florida  
My Commission Expires Jan 31, 2004  
Commission # CC904225

FAX AUDIT NO.: (((H02000064942 4)))

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

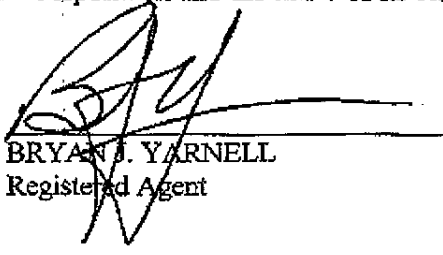
The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

BRYAN J. YARNELL, P.A., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401, has named Bryan J. Yarnell located at that same address, as its initial Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 28<sup>th</sup> day of March, 2002.

  
BRYAN J. YARNELL  
Registered Agent

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bryan J. Yarnell to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of March, 2002.

Notary Public State of Florida at Large  
My Commission Expires:

Sign:



SHARON FINLEY-GORDON  
Notary Public - State of Florida  
My Commission Expires Jan 30, 2004  
Commission # CC904225

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