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THE
SOUD
LAW FIRM

Jeffrey D. Soud
ATTORNEY AT LAW

Adrian G. Soud
ATTORNEY AT LAW

JACKSONVILLE OFFICE
BLACKSTONE BUILDING, SUITE L3
233 EAST BAY STREET
JACKSONVILLE, FL 32202

ORANGE PARK OFFICE
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2217 KINGSLEY AVENUE
ORANGE PARK, FL 32073

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TEL 904 / 353-9000
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WEBSITE
www.soudlaw.com

CIVIL TRIAL PRACTICE
INCLUDING:

PERSONAL INJURY
WRONGFUL DEATH
MOTOR VEHICLE
MEDICAL MALPRACTICE
NURSING HOME
COMMERCIAL LITIGATION

July 22, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300006585563--4
-07/23/02--01028--003
****122.50 ****78.75

RE: Adrian G. Soud, P.A.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 (filing fee and certified copy). I have enclosed a return envelope for the return of the certified copy. If I may be of further assistance, please do not hesitate to contact me at The Soud Law Firm, The Blackstone Building, Suite L-3, 233 East Bay Street, Jacksonville, FL 32202, (904) 353-9000.

Sincerely,

THE SOUD LAW FIRM


Adrian G. Soud

AGS/lag
Enclosures

FILED
02 JUL 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

am 7/24

FILED
02 JUL 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADRIAN G. SOUD, P.A.

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, do hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: ADRIAN G. SOUD, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the corporation is: Law Firm.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperation association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock option to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purpose is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100). Par value of the stock is One Dollar (\$1.00).

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00.).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The Post Office address of the principle place of this corporation is:

Blackstone Building, Suite L-3
233 East Bay Street
Jacksonville, Florida 32202

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may either be increased or diminished from time to time by the By Laws, but never be less than one (1). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

Adrian G. Soud
Blackstone Building, Suite L-3
233 East Bay Street
Jacksonville, Florida 32202

ARTICLE IX. SUBSCRIBERS

The name(s) and post office address(es) of the subscriber(s) of these Articles of Incorporation are:

Adrian G. Soud
Blackstone Building, Suite L-3
233 East Bay Street
Jacksonville, Florida 32202

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two (2) or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The By Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such By Law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any Director, Officer, or Employee, or former Director, Officer or Employee of this corporation, or any other person who may have served at its request as a Director, Officer or Employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, Officer or Employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any Director, Officer or Employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such Director, Officer or Employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such Director, Officer or Employee from exercising any rights to which he or she may be entitled under the By Laws or otherwise.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII. REGISTERED OFFICER AND REGISTERED AGENT

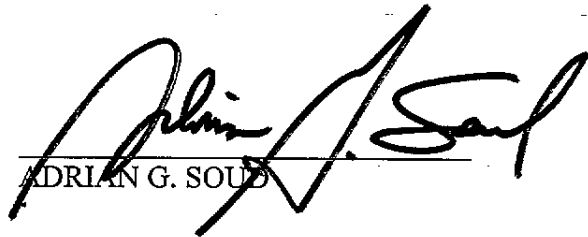
The registered office for this corporation is:

Blackstone Building, Suite L-3
233 East Bay Street
Jacksonville, Florida 32202

The registered agent of this corporation is:

ADRIAN G. SOUD.

22nd IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this
day of July, 2002.


ADRIAN G. SOUD

(seal)

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

In pursuance of Chapter 607.034 Florida Statutes, the following is submitted, in compliance with said act:

That ADRIAN G. SOUD, desiring to organize under the laws of the State of Florida, with its principle office, as indicated in its Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named ADRIAN G. SOUD, located at Blackstone Building, Suite L-3, 233 East Bay Street, Jacksonville, Florida 32202, as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I, ADRIAN G. SOUD, hereby accept to act in this capacity and agree to comply with the provision of the Florida General Corporation Act relative to such.


ADRIAN G. SOUD, Registered Agent

FILED
02 JUL 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA