

STEPHEN M. CODY
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August 13, 2002

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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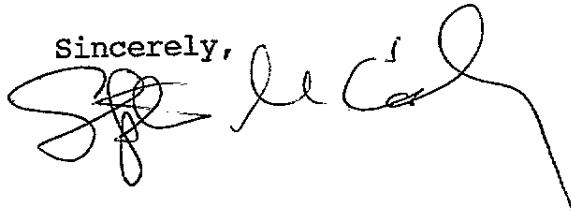
RE: Stephen Cody, P.A. EFFECTIVE DATE
08-13-02

Dear Sir or Madam:

Enclosed are an original and two copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy and the certificate of good standing. I am also enclosing a return envelope.

Thank you for your attention to this matter.

Sincerely,



SMC/rh

Enclosure

FILED
02 AUG 15 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 8/16

**ARTICLES OF INCORPORATION OF
STEPHEN CODY, P.A.**

in compliance with the Florida Business Corporation Act and
the Professional Service Corporation and
Limited Liability Company Act.

FILED
02 AUG 15 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be Stephen Cody, P.A.

EFFECTIVE DATE
08-13-02

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is 2900 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4330.

ARTICLE III - PURPOSES:

The purposes for which the corporation is organized are the following:

- (1) To engage in the practice of law and to provide legal services incident thereto.
- (2) To transact and engage in any and all business and activities for which professional service corporations may be organized and in which they may be engaged under Florida Law.
- (3) To do everything necessary, proper or convenient for the accomplishment of such purposes, and to do every other act incidental thereto which is lawfully permitted.

ARTICLE IV - SHARES:

The number of shares of stock is One thousand (1,000) shares with a par value of One Cent (\$0.01) per share.

ARTICLE VI - REGISTERED AGENT:

The name and Florida street address of the registered agent is: Stephen Cody, 2900 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4330.

ARTICLE VII - INCORPORATOR:

The name and street address of the incorporator is Stephen Cody, 2900 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4330.

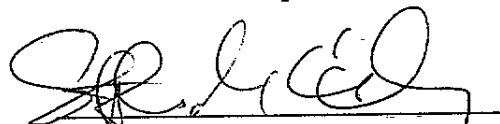
ARTICLE VII - EFFECTIVE DATE:

The effective date of incorporation shall be August 13, 2002.

ARTICLE VII - INDEMNIFICATION:

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of August 2002.


Stephen Cody, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

STEPHEN CODY, P.A.

2. The name and address of the registered agent and office is:

Stephen Cody
2900 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131-4330.

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.


STEPHEN CODY

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02 AUG 15 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA