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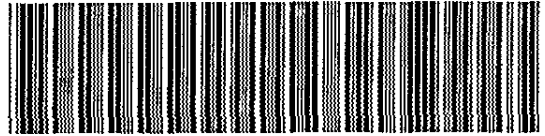
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**ARTICLES OF INCORPORATION**

**OF**

**Schiller, Kessler, and Gomez, P.A.**

**THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, WHO IS COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:**

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation is and shall be:

**Schiller, Kessler, and Gomez, P.A.**

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at 1665 Palm Beach Lakes Blvd., Penthouse 1000, West Palm Beach, Florida, 33401, with the privilege of having additional offices at other places within the State of Florida.

**ARTICLE III. PURPOSE**

To engage in the practice of law in the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of common stock at no par value. There shall be only one (1) class of shares.

**ARTICLE V. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS. The incorporator, Andrew H. Kessler and Marc S. Schiller, agree to purchase fifty (50) shares each, with each person paying the consideration of \$250.00.

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#### **ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at **7501 W. Oakland Park Blvd., Suite 201, Fort Lauderdale, FL 33319.**

#### **ARTICLE VII. INCORPORATOR**

**Andrew H. Kessler** is the incorporator and his address is **3111 Stirling Road Suite C-303 Fort Lauderdale, Florida 33312.**

#### **ARTICLE VIII. GENERAL PURPOSE OF CORPORATION**

The general purposes for which this corporation is being initially organized are as follows:

The transaction of any and all lawful business for which corporations may be organized to transact under **Chapter 607, Florida General Corporation Act.**

The Specific Nature of the Business is to practice law in the State of Florida.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the name and address of the person(s) who are to serve as members are:

<u>NAME</u>	<u>ADDRESS</u>
Marc S. Schiller	7501 W. Oakland Park Blvd., Suite 201, Fort Lauderdale, FL 33319
Andrew H. Kessler	3111 Stirling Road Suite C-303 Fort Lauderdale , Florida 33312

#### **ARTICLE X. PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

#### **ARTICLE XI. NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

#### **ARTICLE XII. EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

#### **ARTICLE XIII. QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the shareholders.

#### **ARTICLE XIV. REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of **Section 607.0808, Florida Statutes**.

#### **ARTICLE XV. COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts as set forth in **Section 607.0825(1)(a-e) Florida Statutes**.

#### **ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the board of directors.

**ARTICLE XVII. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of **Sections 607.1001-.1006, Florida Statutes.**

**ARTICLE XVIII. GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in **Section 607.0302, Florida Statutes.**

**ARTICLE XIX. OFFICERS**

The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XX. DURATION OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

**IN WITNESS WHEREOF,** I have hereunto set my hand and seal this

8 day of January, 2003.

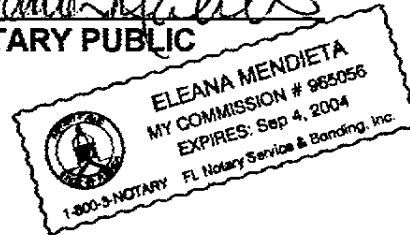
STATE OF FLORIDA       )  
                                      } ss:  
COUNTY OF BROWARD }

**BEFORE ME,** the undersigned authority, personally appeared Andrew Kissel to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ft. Lauderdale, Florida, in said County and State, this 1<sup>st</sup> day of January, 2003.

  
NOTARY PUBLIC


My Commission Expires: Sept. 4, 2004



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

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Schiller, Kessler, and Gomez, P.A.**
2. The name and address of the registered agent and office is:  
Marc. S. Schiller, 7501 W. Oakland Park Blvd., Suite 201, Fort Lauderdale,  
FL 33319.

  
\_\_\_\_\_  
Andrew H. Kessler

1/6/03  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

  
\_\_\_\_\_  
Registered Agent Marc S. Schiller

1/6/03  
Date