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To:

Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

RACHEL N. PORTNOY, P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RACHEL N. PORTNOY, P.A.

The undersigned, hereby for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do state:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be RACHEL N. PORTNOY, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

A. To engage in every phase and aspect of rendering professional legal services to any and all persons, firms, corporations, and other entities, and to the general public, in the State of Florida.

B. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional

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Service Corporation and Limited Liability Company Act of the State of Florida, including and subsequent to amendments thereto.

C. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of One Thousand (1000) shares of common stock having a par value of One (\$1.00) Dollar per share, and may be issued by this corporation, as, when and for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, effective April 23, 2003.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of this corporation in the State of Florida shall be One Financial Plaza, Suite 2626, Fort Lauderdale, Florida 33394. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

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ARTICLE VI

INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2780 East Oakland Park Blvd., Fort Lauderdale, FL and the name of the initial registered agent of the corporation at that address is Worldwide Corporate Services, Inc.

We do hereby accept the duties and responsibilities as registered agent.

Accepted: April 23, 2003

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDBERG, President

ARTICLE VII

BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.

B. The corporation shall not have less than one (1) director. The number of directors may be increased or thereafter diminished from time to time by the By-Laws adopted by the stockholders.

C. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as determined in the By-laws, by a plurality of the votes cast at such election, but shall never be less than one (1).

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ARTICLE IX

INITIAL DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

ARTICLE XI

INTERESTED OFFICERS AND

DIRECTORS' INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit

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or proceeding relating to the performance by him of his duties as a director, officer, or employee of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation on April 23, 2003.

WORLDWIDE CORPORATE SERVICES, INC

By: 

STEPHEN F. GOLDBERG, President

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