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☐ PICK-UP

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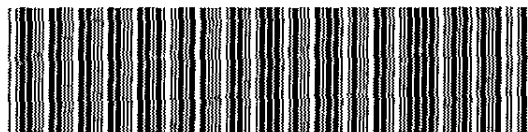
(Business Entity Name)

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03 MAY 22 / 11:25  
DIVISION OF REVENUE

2003 MAY 22 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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32083  
5-22-03  
13

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Larry Smith PA

Signature

Requested by:

HW 5/22

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

**ARTICLES OF INCORPORATION  
OF**

**LARRY SMITH, P.A.**

**FILED**  
**2003 MAY 22 PM 1:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

THE UNDERSIGNED INCORPORATOR, WHO IS LICENSED TO PRACTICE LAW IN THE STATE OF FLORIDA, ASSOCIATES AND ORGANIZES THIS CORPORATION WITH THE INTENT OF FORMING A PROFESSIONAL CORPORATION IN ACCORDANCE WITH CHAPTER 621, FLORIDA STATUTES, AND ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THIS CORPORATION:

**ARTICLE I. CORPORATE NAME.**

THE NAME OF THIS CORPORATION IS LARRY SMITH, P.A.

**ARTICLE II. COMMENCEMENT & DURATION.**

THESE ARTICLES OF INCORPORATION SHALL BECOME EFFECTIVE UPON FILING. THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE III. PURPOSE & POWERS.**

THE SOLE AND SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO OPERATE AND MAINTAIN AN ESTABLISHMENT AND OTHERWISE SERVE THE CONVENIENCE OF ITS SHAREHOLDERS IN CARRYING ON AND ENGAGING IN THE PRACTICE OF LAW, AS A PROFESSIONAL CORPORATION, AND TO CARRY ON SERVICES INCIDENT TO THE PRACTICE OF LAW, AND TO CARRY ON ANY OTHER LAWFUL ACTIVITY PERMITTED BY CHAPTER 621 OF THE FLORIDA STATUTES AND NOT SPECIFICALLY PRECLUDED BY ANY PROVISION OF SECTION 621.08 THEREOF. THIS CORPORATION SHALL HAVE ALL THE RIGHTS AND POWERS NOW OR SUBSEQUENTLY CONFERRED ON PROFESSIONAL CORPORATIONS BY THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE IV. PRINCIPAL OFFICE.**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION IS 1045 N. ORANGE AVENUE, GREEN COVE SPRINGS, FLORIDA 32043, AND THE MAILING ADDRESS OF THIS CORPORATION IS THE SAME.

**ARTICLE V. CAPITAL STOCK.**

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100,000. THESE SHARES SHALL BE OF A SINGLE CLASS OF COMMON STOCK, AND SHALL HAVE A PAR VALUE OF \$.01 PER SHARE. EACH ISSUED AND OUTSTANDING SHARE SHALL BE ENTITLED TO ONE VOTE. THE SHAREHOLDERS MAY, BY BYLAW PROVISION OR BY SHAREHOLDERS' AGREEMENT RECORDED IN THE CORPORATE MINUTE BOOK, IMPOSE SUCH RESTRICTIONS ON THE SALE, TRANSFER OR ENCUMBRANCE OF THE STOCK OF THIS CORPORATION AS THEY MAY SEE FIT.

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

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE LARRY SMITH, 1045 N. ORANGE AVENUE, GREEN COVE SPRINGS, FLORIDA 32043.

**ARTICLE VII. BOARD OF DIRECTORS.**

THIS CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. THE INITIAL NUMBER OF DIRECTORS THAT THE CORPORATION SHALL HAVE SHALL BE ONE (1). THE NUMBER OF DIRECTORS THAT THE CORPORATION SHALL HAVE SHALL FROM TIME TO TIME SHALL BE NOT LESS THAN ONE (1) NOR GREATER THAN TWO (2), AS ELECTED BY THE SHAREHOLDERS IN ACCORDANCE WITH THE PROVISIONS OF THE BYLAWS.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION AND UNTIL THEIR SUCCESSOR(S) ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, OR UNTIL THE EARLIER OF THEIR REMOVAL, RESIGNATION OR DEATH, ARE

**DIRECTOR:**

**ADDRESS:**

**LARRY SMITH**

**1045 N. ORANGE AVENUE  
GREEN COVE SPRINGS, FL 32043**

**ARTICLE IX. INCORPORATOR.**

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE LARRY SMITH, 1045 N. ORANGE AVENUE, GREEN COVE SPRINGS, FLORIDA 32043.

**ARTICLE X. QUALIFICATIONS FOR SHAREHOLDERS,  
DIRECTORS AND OFFICERS.**

ALL OF THE SHAREHOLDERS, DIRECTORS AND OFFICERS OF THIS CORPORATION ARE REQUIRED AT ALL TIMES TO BE PERSONS LICENSED TO PRACTICE LAW IN THE STATE OF FLORIDA. IF ANY SHAREHOLDER, DIRECTOR OR OFFICER OF THIS CORPORATION BECOMES LEGALLY DISQUALIFIED TO RENDER PROFESSIONAL OR OTHER PERSONAL SERVICES, CONSULTATION OR ADVICE WITHIN THIS STATE IN CONNECTION WITH THE PRACTICE OF LAW, SUCH PERSON SHALL TRANSFER ANY SHARES IN THIS CORPORATION OWNED BY HIM OR HER TO THE CORPORATION OR ANOTHER PERSON QUALIFIED TO OWN SUCH SHARES, AS REQUIRED BY SECTION 621.10, FLORIDA STATUTES, OR PURSUANT TO SUCH OTHER ARRANGEMENTS OR PROVISIONS (NOT INCONSISTENT WITH SECTION 621.10) AS MAY BE PROVIDED IN THE BYLAWS OF THIS CORPORATION OR ANY AGREEMENT BETWEEN SUCH SHAREHOLDER AND THE CORPORATION. IF AT ANY TIME ALL OF THE SHAREHOLDERS OF THE CORPORATION SHALL CEASE, AT ANY ONE TIME AND FOR ANY REASON, TO BE LICENSED TO PRACTICE MEDICINE IN THE STATE OF FLORIDA, THE CORPORATION SHALL THEREUPON BE DEEMED TO BE CONVERTED INTO AND SHALL HENCEFORTH OPERATE

SOLELY AS A BUSINESS CORPORATION PURSUANT TO THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, AS AMENDED, OR ITS SUCCESSORS.

ARTICLE XI. PREEMPTIVE RIGHTS.

AFTER INITIAL CAPITALIZATION AND THE ISSUANCE OF STOCK TO THE INITIAL SHAREHOLDERS OF THIS CORPORATION, EACH OF THE THEN EXISTING SHAREHOLDERS OF THE CORPORATION SHALL THEREAFTER HAVE PREEMPTIVE RIGHTS TO MAINTAIN A FIXED PERCENTAGE OWNERSHIP IN THE CORPORATION BY PURCHASING THEIR PROPORTIONATE SHARE OF ANY NEW STOCK ISSUED BY THIS CORPORATION, WHICH RIGHTS MAY ONLY BE WAIVED IN WRITING AND WITH THE UNANIMOUS APPROVAL OF BOARD OF DIRECTORS AND THEN EXISTING SHAREHOLDERS.

ARTICLE XII. INDEMNIFICATION.

THE BOARD OF DIRECTORS IS SPECIFICALLY AUTHORIZED TO MAKE PROVISIONS FOR INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS TO THE FULL EXTENT PERMITTED BY LAW.

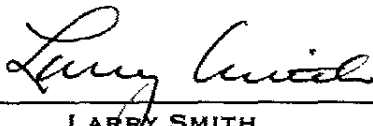
ARTICLE XIII. BYLAWS.

THIS CORPORATION SHALL ADOPT BYLAWS NOT INCONSISTENT WITH THESE ARTICLES OF INCORPORATION, IN THE MANNER PRESCRIBED BY APPLICABLE LAW.

ARTICLE XIV. AMENDMENT.

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN ITS ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION, HEREBY DECLARES AND CERTIFIES THAT THE FACTS HEREIN STATED ARE TRUE AND CORRECT, AND ACCORDINGLY HAS EXECUTED THESE ARTICLES OF INCORPORATION ON MAY 19, 2003, TO BE EFFECTIVE FOR ALL PURPOSES UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE DIVISION OF CORPORATIONS FOR THE STATE OF FLORIDA.

A handwritten signature in cursive script, appearing to read "Larry Smith", is written over a horizontal line.

LARRY SMITH  
INCORPORATOR

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

**PURSUANT TO SECTIONS 48.091, 607.0501 AND 621.13(1), FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:**

**LARRY SMITH, P.A., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION IN THE COUNTY OF CLAY, STATE OF FLORIDA, HAS NAMED AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE:**

**LARRY SMITH  
1045 N. ORANGE AVENUE  
GREEN COVE SPRINGS, FL 32043**

**ACCEPTANCE OF REGISTERED AGENT:**

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY  
WITH THE PROVISIONS OF THE ACT. 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.**

  
\_\_\_\_\_  
LARRY SMITH

**FILED  
2003 MAY 22 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**