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From:

Account Name : HALSEMA & ASSOCIATES, PA
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FLORIDA PROFIT CORPORATION OR P.A.

Halsema & Associates, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
HALSEMA & ASSOCIATES, P.A.**

The undersigned incorporator, for the purpose of forming a professional association under the Professional Services Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of this professional association is Halsema & Associates, Inc. The duration of the professional association is perpetual. The effective date upon which this professional association shall come into existence shall be the date that these Articles are filed with the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the professional association in the State of Florida is 1506 Prudential Drive Jacksonville, FL 32207 in the County of Duval.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 1506 Prudential Drive Jacksonville, FL 32207 in the County of Duval. The name of the registered agent at such address is Jay C. Halsema, Esq.

ARTICLE IV

Corporate Purposes, Powers and Rights

The general purpose for which this professional association is organized shall be:

1. To render professional legal services to the general public, and to do all things in connection therewith that are customarily done by lawyers under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

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ARTICLE VCapital Stock

The total number of shares of capital stock which the professional association has the authority to issue is ten thousand (1,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VISHAREHOLDER RESTRICTIONS

No one other than an individual who is duly licensed or legally authorized to render legal services in the State of Florida may own stock of this professional association. No shareholder of this professional association shall enter into any a voting trust agreement or any other type of agreement vesting any other person with the authority to exercise the voting power of any or all of hi stock. Any shareholder who becomes legally disqualified to render legal services shall sever all employment with and financial interest in the professional association. No shareholder shall transfer any shares of stock of the professional association, except to another individual who is eligible to be a shareholder of the professional association.

ARTICLE VIIIncorporator

The name and mailing address of the incorporator of this professional association is as follows:

<u>Name</u>	<u>Address</u>
Jay C. Halsema, Esq.	1264 Eutaw Place Jacksonville, FL 32207

ARTICLE VIIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining

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directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the professional association until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Jay C. Halsema, Esq.	1264 Eutaw Place Jacksonville, FL 32207

ARTICLE IX

Amendment

The professional association reserves the right to amend, alter, change or repeal any provision contained in these 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.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this professional association shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

DATED at city of Jacksonville, Duval County, Florida, this 16th day of December, 2003.

By: _____

Jay C. Halsema
Incorporator

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REGISTERED AGENT CERTIFICATE

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In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13 Florida Statutes, the following is submitted:

That Halsema & Associates, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Jay C. Halsema, Esq., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated professional association, at the place designated in this Certificate, the undersigned does hereby accept to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

By: 

Jay C. Halsema, Esq.

DATED: December 16, 2003

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