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**FLORIDA PROFIT CORPORATION OR P.A.**

**ROBERT C.L. VAUGHAN, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
ROBERT C.L. VAUGHAN, P.A.

The undersigned incorporator to these Articles of Incorporation, an attorney duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ROBERT C.L. VAUGHAN, P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation is 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

ARTICLE III - COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence upon the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for a professional corporation organized under the Professional Service Corporation and Limited Liability Company Act of the State of Florida engaged in the practice of law.

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#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value One Cent (\$.01) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the initial registered office of this Corporation shall be:

Robert C.L. Vaughan  
200 South Biscayne Boulevard, Suite 4000  
Miami, Florida 33131-2398

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The name and address of the initial director of the Corporation is Robert C.L. Vaughan, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert C.L. Vaughan  
200 South Biscayne Boulevard, Suite 4000  
Miami, Florida 33131-2398

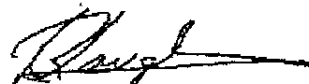
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles of Incorporation may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 5<sup>th</sup> day of January, 2004.



Robert C.L. Vaughan  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

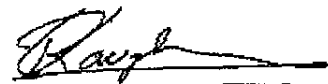
**WITNESSETH:**

That Robert C.L. Vaughan, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named Robert C.L. Vaughan located at 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398, its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named 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 I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: This 5<sup>th</sup> day of January, 2004.



Robert C.L. Vaughan  
Registered Agent

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