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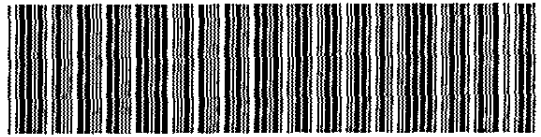
(Business Entity Name)

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DIVISION OF CORPORATIONS  
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104-18144

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** WILLIAM G. McCULLOUGH, P.A.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** William G. McCullough  
Name (Printed or typed)  
201 S. Biscayne Blvd., Suite 1600  
Address  
Miami, FL 33131  
City, State & Zip  
(305) 347-7310  
Daytime Telephone number

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**NOTE:** Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
WILLIAM G. MCCULLOUGH, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I  
Name

The name of this professional service corporation is WILLIAM G. MCCULLOUGH, P.A. and its address is 201 S. Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE II  
Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that this professional services corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this professional services corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of this professional services corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the foregoing purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of

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Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this professional services corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the foregoing purposes or the attainment of the objects or the furtherance of such purposes or objects of this professional services corporation.

- (e) Without limiting the generality of any of the foregoing language, this professional services corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III

#### Stock

The maximum number of shares of stock which this professional service corporation is authorized to have outstanding at any time is one thousand (1,000) Shares of Common Stock, each share having a par value of one dollar (\$1.00).

### ARTICLE IV

#### Existence

This professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with, and accepted by, the Florida Department of State.

### ARTICLE V

#### Initial Registered Office and Agent

The name of the initial registered agent of this professional service corporation is William G. McCullough and the street address of the initial registered office of this professional service corporation is 201 S. Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

### ARTICLE VI

#### Stock Transferability

No Shareholder of this professional service corporation may sell or transfer his shares in this professional service corporation except to another individual who is eligible to be a shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VII  
Stock Ownership

The Board of Directors shall require any Officer, Shareholder, agent, or employee of this professional service corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in, this professional service corporation forthwith.

ARTICLE VIII  
Directors

This professional service corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE IX  
Initial Directors

The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
William G. McCullough	201 S. Biscayne Boulevard Suite 1600 Miami, Florida 33131

The aforesaid Director shall continue to serve until the first Annual Meeting of the Shareholders or until his successor is elected and has qualified, or until his earlier resignation, removal from office or death.

ARTICLE X  
Incorporator

The name of the person signing these Articles of Incorporation is William G. McCullough and his street address is 201 S. Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE XI

Bylaws

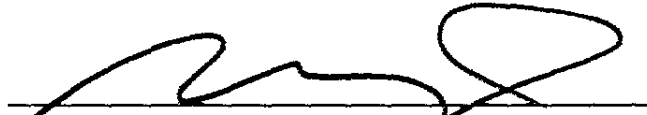
The Bylaws of this professional service corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting duly held.

ARTICLE XII

Indemnification

This professional service corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

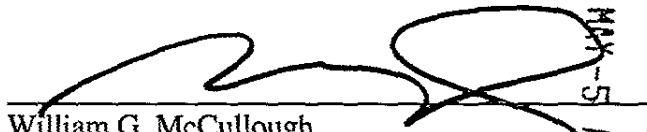
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation as of the 30<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
William G. McCullough, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED AS OF THE 30<sup>th</sup> DAY OF APRIL, 2004.

  
\_\_\_\_\_  
William G. McCullough  
Registered Agent

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DIVISION OF CORPORATIONS  
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