

Division of Corporations

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Florida Department of State  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Jeffrey S. Lapin, P.A.

Certificate of Status	1
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**ARTICLES OF INCORPORATION**

**OF**

**JEFFREY S. LAPIN, P.A.**

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Jeffrey S. Lapin, P.A.

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is:

200 South Biscayne Boulevard  
Suite 3150  
Miami, FL 33131

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of engaging in the business of rendering professional legal services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice law in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in

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under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional legal services.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI**

**LIMITATION ON OWNERSHIP OF STOCK**

No stock of this Corporation shall be issued to anyone other than an individual who is an attorney duly licensed to practice law in the State of Florida.

**ARTICLE VII**

**DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE**

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional legal services to the public, becomes legally disqualified to practice law in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his

earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey S. Lapin	200 South Biscayne Boulevard Suite 3150 Miami, FL 33131

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Jeffrey S. Lapin	200 South Biscayne Boulevard Suite 3150 Miami, FL 33131

**ARTICLE X**

**INITIAL REGISTERED OFFICE AND AGENT**

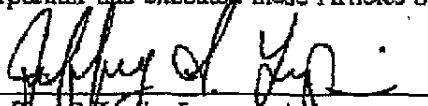
The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 3150, Miami, FL 33131, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey S. Lapin.

**ARTICLE XI**

**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

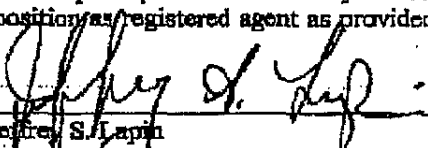
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as the 13<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
Jeffrey S. Lapin, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as a registered agent and to accept service of process for the above-stated professional service corporation at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. 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 as provided for in Chapter 621, Florida Statutes.

Dated: 4/13/05

  
\_\_\_\_\_  
Jeffrey S. Lapin  
Initial Registered Agent