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KEITH H. JOHNSON
BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

LOUIS A. PRASHUER
ATTORNEY AT LAW, CMA, EA

June 2, 2005

R. DENISE JOHNSON
ATTORNEY AT LAW

KRISTOPHER D. ROBINSON
ATTORNEY AT LAW, LL.M. TAXATION

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Law Offices of Theodore F. Zentner, P.A.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-referenced proposed Florida professional association. Also enclosed is a check in the amount of \$78.75, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Keith H. Johnson
KHJ/tp

Enclosures
As stated (3)

c: Theodore F. Zentner, President

ARTICLES OF INCORPORATION
OF
THE LAW OFFICES OF THEODORE F. ZENTNER, P.A.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Florida Statutes Chapter 621, and other laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is The Law Offices of Theodore F. Zentner, P.A.

ARTICLE II

Principal Office

The principal office and mailing address of this corporation is 211 N. Liberty Street, Suite 2, Jacksonville, Florida 32202.

ARTICLE III

Purpose

The professional service corporation is formed to engage in every phase and aspect of the practice of law and any ancillary services. In addition the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV

Term of Existence

The corporation shall have perpetual existence effective June 1, 2005.

ARTICLE V

Capital Stock

The capital stock of the corporation shall be One Thousand (1,000) Shares of common stock having a par value of Ten Dollars (\$10.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI

Registered Agent

The address of the initial registered office of this corporation is 211 N. Liberty Street, Suite 2, Jacksonville, Florida 32202. The name of the initial registered agent at that address is Theodore F. Zentner.

ARTICLE VII

Board of Directors

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member.

ARTICLE VIII

Subscriber

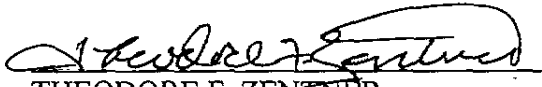
The name and address of the person signing these articles of incorporation as subscriber is
Theodore F. Zentner.

ARTICLE IX

Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 2nd day of June, 2005.


THEODORE F. ZENTNER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation of The Law Offices of Theodore F. Zentner, P.A. was acknowledged before me this 02 day of June, 2005, by Theodore F. Zentner, who is personally known to me (or who has produced FL Drivers License as identification) and who (did) (did not) take an oath.

(SEAL)



Signature of Notary Public
Sara Welch

Printed Name



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Executed this 2nd day of June, 2005.


THEODORE F. ZENTNER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA