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MEE & SIMPSON

A LAW FIRM

517 S.W. First Avenue • Fort Lauderdale, Florida 33301

Telephone (954) 524-4141 • Facsimile (954) 524-4169

July 26, 2005

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

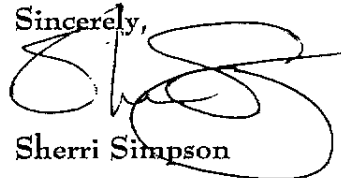
Re: Articles of Incorporation of Law Offices of Sherri B. Simpson, P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$ 70.00.

Please file and return a copy to the address stated above.

Sincerely,

A handwritten signature in black ink, appearing to be 'SBS' with a large, stylized flourish at the end.

Sherri Simpson

**ARTICLES OF INCORPORATION
OF
THE LAW OFFICES OF SHERRI B. SIMPSON, P.A.**

The undersigned, hereby present these Articles for the purpose of forming a professional service corporation by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a professional service corporation.

ARTICLE I - NAME

The name of the corporation shall be: THE LAW OFFICES OF SHERRI B. SIMPSON, P.A.

ARTICLE II - ORGANIZATION

This corporation is organized for the following purpose:

A. To engage in the practice of law as a professional service corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to engage in the practice of law in the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is One Hundred shares, all of which shares shall be with \$1.00 par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business in One Hundred

Dollars (\$100.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to do business.

ARTICLE V - PERPETUAL EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The principal office address of this corporation is to be located at 517 S.W. First Avenue, Fort Lauderdale, Broward County, Florida 33301, or in such other location as the Board of Directors may determine.

ARTICLE VII - DIRECTORS

The number of the members of the Board of Directors of this corporation shall not be less than one (1). The number of the directors may be increased or decreased from time to time according to By-Laws adopted by this corporation. If required by the ethics of the legal profession, the Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII - INITIAL DIRECTORS

The name and post office address of the officer and of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors is elected and shall have qualified, is as follows:

Sherri B. Simpson
517 S.W. First Avenue
Ft. Lauderdale, FL 33301

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of this corporation is as follows:

Sherri B. Simpson
517 S.W. First Avenue
Ft. Lauderdale, FL 33301

ARTICLE X - VOTING TRUSTS

No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any and all of these shares.

ARTICLE XI - RESTRAINT OF ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and detail hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.


ARTICLE XII - INCORPORATOR

The name and address of the incorporator of the corporation is Sherri B. Simpson, whose address is 517 S.W. First Ave., Fort Laud., Florida 33301.

ARTICLE XIII - REGISTERED AGENT AND OFFICE

The corporation hereby appoints SHERRI B. SIMPSON, whose address is 517 S.W. First Avenue, Fort Lauderdale, Florida, 33301, to serve as registered agent for the corporation as provided in the applicable Florida Statutes.

IN WITNESS WHEREOF, the undersigned has made and subscribed to this Certificate of Incorporation at Fort Lauderdale, Broward County, Florida for the uses and purposes aforesaid, this 26 day of July 2005.


SHERRI B. SIMPSON

STATE OF FLORIDA : SS
COUNTY OF BROWARD: SS

I HEREBY CERTIFY that on this 26 day of July, 2005, personally appeared before me, the undersigned Notary Public, in and for the State of Florida, SHERRI B. SIMPSON, party to the foregoing Articles of Incorporation, and he acknowledged that he did make, subscribe and acknowledge the foregoing Articles of Incorporation as and for his voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year first above written at Broward County, Florida.


Notary Public
My Commission Expires:



Cynthia L. Davis
Commission #DD262673
Expires: Oct 28, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091, Florida Statutes,

THAT THE LAW OFFICES OF SHERRI B. SIMPSON, P.A., a corporation organizing under the laws of the State of Florida, has named SHERRI B. SIMPSON as its Registered Agent to accept service of process within this State, whose registered office is located at 517 S.W. First Avenue, Fort Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.



SHERRI B. SIMPSON
517 S.W. First Avenue
Fort Lauderdale, FL 33301

FILED
05 JUL 28 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA