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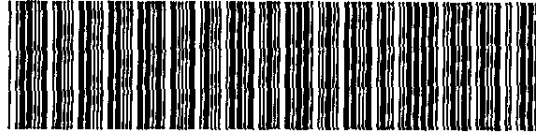
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2005 SEP 19 PM 4:07  
TALLAHASSEE FLORIDA

9/19/05

**MOODY & SALZMAN, P.A.**

**ATTORNEYS & COUNSELORS AT LAW**

500 EAST UNIVERSITY AVENUE, SUITE A  
POST OFFICE DRAWER 2759

**GAINESVILLE, FLORIDA 32602**

TELEPHONE (352) 373-6791

TELEFAX (352) 377-2861

**C. GARY MOODY**  
BOARD CERTIFIED IN CIVIL TRIAL LAW  
CERTIFIED FAMILY MEDIATOR

**ANTHONY J. SALZMAN**  
BOARD CERTIFIED IN WORKERS' COMPENSATION  
CERTIFIED CIRCUIT MEDIATOR

**ROBERT A. LASH**  
Also: CERTIFIED GENERAL CONTRACTOR

PERSONAL INJURY AND WRONGFUL DEATH  
WORKERS' COMPENSATION  
FAMILY LAW  
CONSTRUCTION LAW  
GENERAL PRACTICE

September 16, 2005

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

2005 SEP 19 PM 4:07  
TALLAHASSEE FLORIDA

RE: Proctor & Fletcher, P.A.

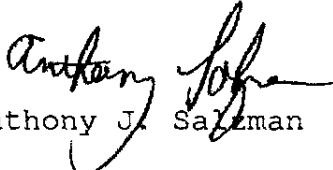
Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of Proctor & Fletcher, P.A., a profit corporation.
2. Designation of Resident/Registered Agent and acceptance by such agent.
3. My firm check in the amount of \$78.75 for:
  - a. Filing Fee;
  - b. Certified Copy of Charter;
  - c. Registered Agent Designation Fee.

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,

  
Anthony J. Salzman

AJS/rlm  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**PROCTOR & FLETCHER, P.A.**

2005 SEP 19 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural persons, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation shall be Proctor & Fletcher, P.A.

**II. PRINCIPAL OFFICE AND ADDRESS**

The address of this corporation's principal office is: 500 East University Avenue, Ste. C, Gainesville, Florida.

**III. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of

Florida.

#### IV. CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

d. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved - by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

e. In the event that there is more than one shareholder in the Corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the Corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

#### V. DURATION

The corporation shall have perpetual existence.

#### VI. REGISTERED AGENT

The address of this corporation's initial registered office is 500 East University Avenue, Ste. A, Gainesville, Florida 32601; and the name of its initial registered agent at said address is Anthony J. Salzman.

#### VII. INCORPORATOR

The name and address of the Incorporators are as follows:

Carrier S. Proctor, 500 East University Avenue, Ste. C, Gainesville, FL 32601  
Becky A. Fletcher, 500 East University Avenue, Ste. C, Gainesville, FL 32601

#### VIII. BOARD OF DIRECTORS

This corporation shall two (2) Directors initially. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation is:

Carrier S. Proctor, 500 East University Avenue, Ste. C, Gainesville, FL 32601  
Becky A. Fletcher, 500 East University Avenue, Ste. C, Gainesville, FL 32601

#### IX. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### X. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### XI. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing of any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XII. INDEMNIFICATION

The corporation shall indemnify and officer or director, or any former officer or director, to the full extent permitted by law.

## XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

## XIV. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 16<sup>th</sup> day of September, 2005.

  
CARRIER S. PROCTOR, INCORPORATOR

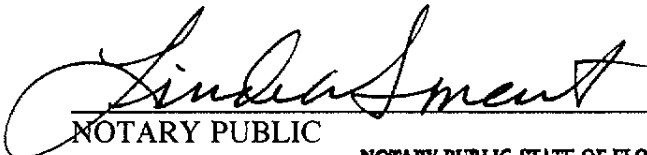
  
BECKY A. FLETCHER, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 2005, by CARRIER S. PROCTOR, who is(are) ☒ personally known to me or has(have) ☐ produced identification, and who did/did not take an oath.

Identification Produced:

\_\_\_\_\_

  
NOTARY PUBLIC  
Typed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

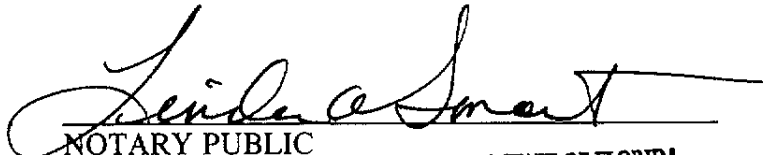
NOTARY PUBLIC-STATE OF FLORIDA  
LINDA A. SMART  
COMMISSION # DD362963  
EXPIRES: OCT. 14, 2008  
Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 2005, by BECKY A. FLETCHER, who is(are) ☒ personally known to me or has(have) ☐ produced identification, and who did/did not take an oath.

Identification Produced:

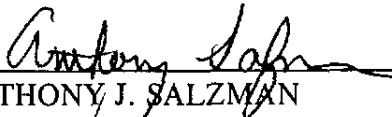
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NOTARY PUBLIC  
Typed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
LINDA A. SMART  
COMMISSION # DD362963  
EXPIRES: OCT. 14, 2008  
Bonded Thru Atlantic Bonding Co., Inc.

## ACCEPTANCE OF REGISTERED AGENT

**HAVING BEEN NAMED** as Registered Agent to Accept Service for the above-stated professional corporation, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
ANTHONY J. SALZMAN  
Registered Agent

2005 SEP 19 PM 4:07  
TALLAHASSEE FLORIDA