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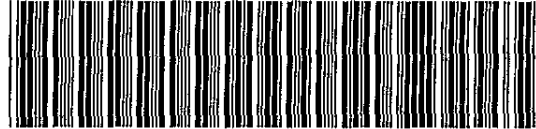
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FILED
05 OCT 11 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/12/05
BHK

HERDMAN & SAKELLARIDES, P.A.

Attorneys at Law

MARK HERDMAN

JOHN M. SAKELLARIDES

2595 Tampa Road • Suite J
Palm Harbor, FL 34684
(727) 785-1228
FAX: (727) 786-4107

August 24, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Brian K. Balser, P.A.

Dear Secretary of State:

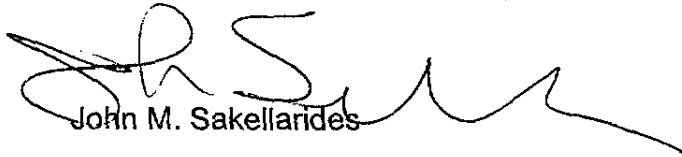
Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Brian K. Balser, P.A.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.


John M. Sakellarides

JMS/kjs
Enclosures

**ARTICLES OF INCORPORATION
OF
BRIAN K. BALSER, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to the herein styled Articles of Incorporation, a natural person competent to contract, and duly licensed by the State of Florida to practice law, hereby establishes a professional service corporation under the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of this corporation shall be BRIAN K. BALSER, P.A.

**ARTICLE II.
ADDRESS**

The principal address of this corporation is 2595 Tampa Road, Suite J, Palm Harbor, Florida 34684.

**ARTICLE III.
DURATION**

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV.
PURPOSE AND POWERS**

(a) This Corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Florida. Such persons shall practice law in accordance with all rules for professional conduct promulgated by the State of Florida. The Corporation shall at all times comply with such standards of professional conduct.

(b) This Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding paragraph designated IV (a).

ARTICLE V.
QUALIFICATION OF SHAREHOLDERS

All shareholders of the Corporation shall be persons duly licensed by the State of Florida to practice law in the State of Florida. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations and on leaves of absence not to exceed one year, are actively engaged in the practice of law in the offices of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of this Corporation shall be called immediately in accordance with the provisions of Paragraph VIII, or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders.

ARTICLE VI.
CAPITAL STOCK AND INITIAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at a par value of \$1.00 per share. The amount of capital with which this corporation will begin business is at least Five Hundred Dollars (\$500.00).

ARTICLE VII.
VOTING

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall be allowed in the election of Directors or for any other purpose.

ARTICLE VIII.
CALL OF SHARES

Any shares shall be callable on the vote of 75% of the outstanding shares at a meeting duly called for the purpose, at a price and on a payment schedule as specified in the By-Laws, and if no price or payment schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the month in which the call is made and the payment therefor

shall be made in cash on receipt of shares. Such call need not be ratable; it may specify all or part of the shares of a particular shareholder. Such a call shall be made within thirty (30) days after any shareholder has ceased to be qualified to be a shareholder and shall be made with respect to all shares he owns.

ARTICLE IX.
RIGHT OF REDEMPTION

Each shareholder shall have the right to require the Corporation to redeem all of his shares. If such a shareholder serves written demand on the Corporation that it do so, the Corporation shall redeem all of his shares at price and on the time schedule provided in the By-Laws. If the By-Laws do not so provide, the price specified for called shares in paragraph VIII shall be the price, and if the By-Laws fail to provide a time schedule the shares shall be redeemed for cash on receipt of such shares.

ARTICLE X.
LIABILITY

The Corporation shall be liable for the acts, error and omissions of the employees of the Corporation to the degree now or hereafter specified by law.

ARTICLE XI.
INITIAL DIRECTOR

The Corporation shall have one Director to constitute the initial Board of Directors. His name and address is:

BRIAN K. BALSER
2595 Tampa Road, Suite J
Palm Harbor, FL 34684

The President of this Corporation shall be a shareholder and director. All other officers and directors of the Corporation, to the extent possible, shall be persons eligible to be shareholders.

ARTICLE XII.
OFFICERS

The name and address of each of the initial officers of the Corporation is as follows:

BRIAN K. BALSER
2595 Tampa Road, Suite J
Palm Harbor, FL 34684

President, Vice President
Treasurer, Secretary

ARTICLE XIII.
MANAGEMENT OF CORPORATION

The business affairs of the Corporation shall be managed by the Board of Directors.

ARTICLE XIV.
REGISTERED AGENT

The initial registered agent for this corporation is **Mark Herdman, Esq.** and the initial registered office is located at 2595 Tampa Road, Suite J, Palm Harbor, FL 34684

ARTICLE XV.
ADDITIONAL PROVISIONS

The following additional provisions are inserted for the conduct of the affairs of the Corporation:

- (a) The Corporation may incur any indebtedness in any amount which is in the best interest of the Corporation.
- (b) The Board of Directors of the Corporation is hereby authorized and empowered, from time to time, at its discretion, to:
 - (i) make and amend By-Laws of the Corporation;
 - (ii) establish such reserves as the Board may deem necessary and in the best interest of the Corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting the original subscriber for the shares of stock of this

Corporation, and for the purpose of forming a Corporation for profit, pursuant to Chapter 608, Florida Statutes, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and does agree to take the shares of the herein above authorized in the following amounts:

BRIAN K. BALSER

100 Shares

The undersigned original subscriber has executed these Articles of Incorporation for the purposes herein expressed.


BRIAN K. BALSER

STATE OF Ohio)
COUNTY OF Lorain)

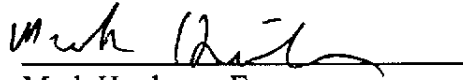
I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appears BRIAN K. BALSER, to me well known to be the person described as the incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.


NOTARY PUBLIC - STATE OF Ohio

To me personally known: ✓
Identification shown: ✓

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for BRIAN K. BALSER, at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

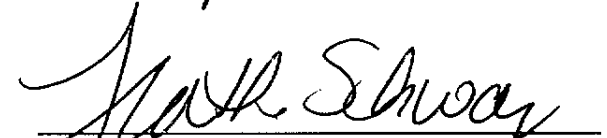

Mark Herdman, Esq.


STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, Mark Herdman, Esq., who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 27th day of September, 2005.




NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

To me personally known:  _____

Identification shown: _____