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FLORIDA PROFIT CORPORATION OR P.A.

THOMSON & THOMSON, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
JOHN M. THOMSON, P.A.**

The undersigned hereby subscribes to these articles to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation shall be: JOHN M. THOMSON, P.A., and the initial mailing address of the corporation shall be: 370 Minorca Avenue, Suite One, Coral Gables, FL 33134.

Said corporation shall have authority to establish offices and transact business at such other places within the State of Florida as may be designated from time to time by the stockholders.

ARTICLE II. NATURE OF BUSINESS

The nature of the business of the corporation and the objects and purposes to be transacted, promoted or carried on by it is for the sole and specific purpose of rendering professional services to the public as attorney-at-law and to engage or participate in any lawful activity permitted under the laws of the United States and the States of Florida for a professional corporation.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, at a valuation to be fixed by the stockholders, in the manner provided for by statute, and the stock issued shall be fully paid and nonassessable. The corporation shall issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE IV. INITIAL CAPITAL

The amount paid in capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. DATE OF EXISTENCE

The date when corporate existence shall commence shall be upon filing with the office of the Secretary of State of the State of Florida.

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ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. MANAGEMENT & DIRECTORS

The business of this corporation shall be managed by the stockholder of the corporation rather than by a Board of Directors.

ARTICLE VIII. INCORPORATION

The name and post office address of this corporation and the incorporator is:

NAME

JOHN M. THOMSON

ADDRESS

370 MINORCA AVENUE

SUITE ONE

CORAL GABLES, FL 33134-4311

ARTICLE IX. STOCKHOLDERS

The stock of this corporation may be issued, registered and owned only in the name or names of an individual or individuals who are duly licensed and otherwise authorized to practice law in the State of Florida and who are employees, officers or agents of this corporation. In the event that a stockholder:

- A. Becomes legally disqualified to practice law in the State of Florida; or
- B. is elected to a public office or accepts employment that pursuant to law places restrictions or limitations upon his continued rendering of professional services as an attorney-at-law; or
- C. ceases to be an employee, officer or agent of the corporation; or
- D. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecates or pledge any shares of stock of the corporation to any person ineligible by law or by virtue of these articles to be a stockholder in the corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these articles or by the By-Laws of the corporation; or
- E. suffers an execution to be levied upon his stock or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the relationship of such person as a stockholder of the corporation shall automatically and immediately stand severed and terminated and the stock of such stockholder shall immediately stand forfeited and be immediately cancelled by the corporation and the stockholder or other person in

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possession of such stock shall be entitled only to receive payment for the value of such stock, as provided by law or as otherwise agreed by the stockholders. The stockholder whose stock so becomes forfeit and is cancelled by the corporation shall immediately cease to be an employee, officer, director or agent of the corporation and, except to receive payment for his stock in accordance with the foregoing and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

No stockholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE X. DEATH OR INCAPACITY OF STOCKHOLDER

Upon the death or incapacity of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for by agreement or in the By-Laws of the corporation in a manner consistent with law and these articles.

ARTICLE XI. SALE OF STOCK

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida.

The corporation's stockholders are specifically authorized from time to time to adopt agreements and By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII. BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the stockholders are hereby especially authorized to make and alter by-laws at pleasure so long as such by-laws are in accordance with the laws of the State of Florida.

ARTICLE XIII. STOCKHOLDER QUORUM AND VOTING

Two-thirds (2/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

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ARTICLE XIV. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of October 2005.



JOHN M. THOMSON

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, JOHN M. THOMSON, to me well known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he signed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of October 2005, in the City of Coral Gables, Miami-Dade County, Florida,

NOTARY PUBLIC

sign 
print Allette J Bell
State of Florida at Large

My Commission Expires:



Allette J. Bell
My Commission 00270438
Expires January 30, 2008

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**RESIDENT AGENT
CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That JOHN M. THOMSON, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Miami-Dade, State of Florida, has named JOHN M. THOMSON, ESQ., located at 370 Minorca Avenue, Suite One, Coral Gables, Florida, 33134-4311, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN M. THOMSON, Resident Agent

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