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FLORIDA PROFIT CORPORATION OR P.A.

CARROLL L. McCAULEY III, P.A.

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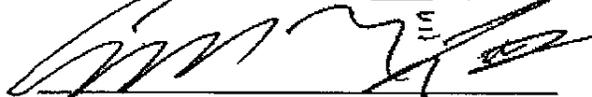
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**ARTICLES OF INCORPORATION OF
CARROLL L. McCAULEY III, P.A.**

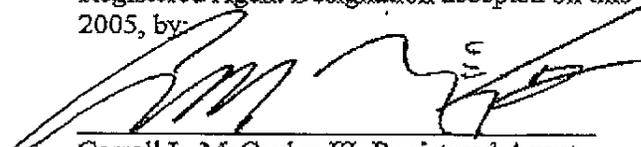
- ARTICLE I:** The name of the professional association is: Carroll L. McCauley III, P.A.
- ARTICLE II:** The principal office of Carroll L. McCauley III, P.A., is fixed, and shall be located at 1003 Jenks Avenue, Panama City, Bay County, Florida 32401. The professional association may have any other offices as the business of the professional association may require from time to time.
- ARTICLE III:** The street address of the professional association's initial registered office is 1003 Jenks Avenue, Panama City, Florida, Bay County, Florida 32401, and the name of its initial registered agent at that address is Carroll L. McCauley III.
- ARTICLE IV:** Carroll L. McCauley III, P.A., is organized for the following purposes: To engage in the practice of law as a professional association and to provide professional services incident to the practice of law; The practice of law is the sole and exclusive professional service to be rendered by this professional association; To own property, enter into contracts, and to carry on any business related to or incidental to the accomplishment or furtherance of the purposes and objects of this professional association. The professional services of the professional association 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 practice law in, the State of Florida.
- ARTICLE V:** The number of shares of authorized stock of Carroll L. McCauley III, P.A., shall be 10 shares.
- ARTICLE VI:** The incorporator, director, president, secretary, and treasurer of Carroll L. McCauley III, P.A., is Carroll L. McCauley III, whose address is 1003 Jenks Avenue, Panama City, Florida 32401.

DATED and signed on this 23 day of November, 2005, by:



Carroll L. McCauley III, Incorporator

Registered Agent Designation accepted on this 23 day of November, 2005, by:



Carroll L. McCauley III, Registered Agent