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FLORIDA PROFIT/NON PROFIT CORPORATION

The Clay Law Firm, PA

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

THE CLAY LAW FIRM, P.A.

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The undersigned, acting as incorporator of the captioned professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this professional corporation is The Clay Law Firm, P.A., and its principal office and mailing address is 201 East Kennedy Boulevard, Suite 1460, Tampa, Florida 33602.

ARTICLE II

Commencement of Corporate Existence

The professional corporation shall come into existence on the date of filing with the Florida Secretary of State.

ARTICLE III

General Nature of Business

The professional corporation has been formed for the purpose of engaging in the practice of law through its officers, employees and agents who are licensed to practice law in the State of

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Florida, and any business incidental thereto which is lawful under the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this professional corporation shall be 1000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the professional corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the professional corporation shall be 201 East Kennedy Boulevard, Suite 1460, Tampa, Florida 33602, and the initial registered agent of the professional corporation at such address is Scott D. Clay.

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ARTICLE VI

Incorporator

The name and address of the professional corporation's incorporator is:

Name

Address

Jennifer Riddle

Bank of America Plaza, Suite 3000
101 East Kennedy Boulevard
Tampa, Florida 33602-5884

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this professional corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the professional corporation.

ARTICLE VIII

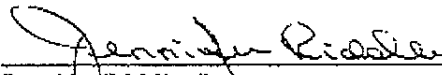
Indemnification

If the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the professional corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

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IN WITNESS WHEREOF, the undersigned has executed these Articles this 23rd day of February, 2006.


Jennifer Riddle, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, The Clay Law Firm, P.A., desiring to organize under the laws of the State of Florida, hereby designates Scott D. Clay, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 201 East Kennedy Boulevard, Suite 1460, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

By: 
Jennifer Riddle, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named professional corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Scott D. Clay, Registered Agent

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