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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

James Waters Professional Association

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June 28, 2006

MORAN & SHAMS, P.A.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: JAMES WATERS PROFESSIONAL ASSOCIATION
REF: W06000029269

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Valerie Herring
Document Specialist
New Filing Section

FAX Aud. #: H06000167320
Letter Number: 806A00042686

I spoke to Tammy at Division of Corporations who advised me that "Professional Association" is acceptable, & to re-submit the Articles without revision.

ARTICLES OF INCORPORATION
of
JAMES WATERS PROFESSIONAL ASSOCIATION

ARTICLE I. - NAME

The name of this corporation is JAMES WATERS PROFESSIONAL ASSOCIATION

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To provide legal services through attorneys qualified to practice law;
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 1907 University Blvd., Jacksonville, FL 32217 and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: James Waters, 1907 University Blvd., Jacksonville, FL 32217.

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ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) director initially. The number of directors may be increased from time to time by resolution or by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial director of this corporation is:

James Waters
1907 University Blvd.
Jacksonville, FL 32217

ARTICLE VIII. - INCORPORATOR

The name and address of the incorporator signing these articles is:

James Waters
1907 University Blvd.
Jacksonville, FL 32217

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of June, 2006.

James F. Waters (SEAL)
James Waters, Incorporator

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **James Waters**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 21st day of June, 2006.

(SEAL)



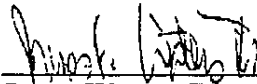
Tara R. Alcantara
Notary Public, State of Florida
My Commission Expires: 05-01-2010

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as registered agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



James Waters, Registered Agent**FILED**

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