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TALLAHASSEE, FLORIDA

CB 12-20-06

LAW OFFICES  
**CASEY CIKLIN LUBITZ MARTENS & O'CONNELL**  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

LINDA DICKHAUS AGNANT, P.A.  
BRUCE G. ALEXANDER, P.A.  
JERALD S. BEER, P.A.  
JOHN D. BOYKIN, P.A.  
JESSICA M. CALLOW  
PATRICK J. CASEY, P.A.  
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MATTHEW N. THIBAUT  
DEAN VEGOSEN, P.L.  
GARY WALK, P.A.  
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

-----  
OF COUNSEL  
MICHAEL J. MONCHICK, P.A.  
MICHAEL J. KENNEDY, P.A.  
JOHN L. REMSEN  
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515 NORTH FLAGLER DRIVE, STE. 1900  
WEST PALM BEACH, FLORIDA 33401-4343  
TELEPHONE: (561) 832-5900  
FACSIMILE: (561) 833-4209

December 18, 2006

**Via Federal Express Priority Overnight**  
**8542 8371 7020**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: **JEFFREY M. GARBER, P.A.**

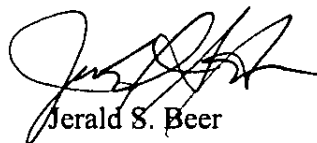
Dear Registration Assistant:

Enclosed please find the original and one copy of Articles of Incorporation with reference to the above-captioned Florida Corporation Professional Association, and our Check No.55224 in the amount of Seventy Dollars (\$70.00) for filing fees.

Please file same and return the date-stamped copy to me in the self-addressed stamped envelope provided.

Thank you for your cooperation in this matter.

Sincerely,

  
Jerald S. Beer

JSB/llh  
Encl:

**ARTICLES OF INCORPORATION**

**OF**

**JEFFREY M. GARBER, P.A.**

FILED

06 DEC 19 AM 1:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person of legal age who is licensed or otherwise legally authorized to practice the profession of law and to perform legal services in the State of Florida, for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Address**

The name of the corporation shall be JEFFREY M. GARBER, P.A., located at 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.

**ARTICLE II**

**Duration**

This corporation shall commence existence on January 1, 2007. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purposes**

This corporation is formed for the following purposes and shall have the following powers:

1. To engage in the practice of law as a professional corporation and to own, lease and/or operate offices for the purpose of providing professional legal services.
2. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such professional services.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Articles of Incorporation.

4. The professional services provided by this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services as a member of the Florida Bar.

## **ARTICLE IV**

### **Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value capital stock, which shall be designated as "common stock". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

## **ARTICLE V**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is JEFFREY M. GARBER, ESQ.

## **ARTICLE VI**

### **Initial Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders.

The name and address of the initial director of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified is:

JEFFREY M. GARBER, ESQ.  
515 North Flagler Drive  
Suite 1800  
West Palm Beach, Florida 33401

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

## **ARTICLE VII**

### **Subscribers**

The name and address of the person signing these Articles as subscriber is:

JEFFREY M. GARBER, ESQ.  
515 North Flagler Drive  
Suite 1800  
West Palm Beach, Florida 33401

## **ARTICLE VIII**

### **Bylaws**

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

## **ARTICLE IX**

### **Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent

whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

## **ARTICLE X**

### **Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

## **ARTICLE XI**

### **Amendment**

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a professional service corporation to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 17<sup>th</sup> day of December 2006.

  
\_\_\_\_\_  
JEFFREY M. GARBER

### **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
\_\_\_\_\_  
JEFFREY M. GARBER