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December 27, 2006

### **CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Sergio V. Medina, P.A.

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*PLEASE STAMP EFFECTIVE DATE OF 1/01/07 ON FIRST PAGE OF ARTICLES*			
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		Other	

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#### **ARTICLES OF INCORPORATION**

**OF** 

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### Sergio V. Medina, P.A.

FIRST: The undersigned, Edward Hand, whose address is 1574 Village Square Boulevard, Suite 100, Tallahassee Florida 32309, does hereby adopt the following Articles of Incorporation for the purpose of forming a professional corporation (hereinafter called the "corporation") in the State of Florida, under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, and the General Laws of the State of Florida.

<u>SECOND</u>: The name of the corporation is Sergio V. Medina, P.A.

THIRD: The purposes for which the corporation is formed are to engage in every phase and aspect of the business of rendering the same services to the public that a licensed attorney, under the laws of the State of Florida, is authorized to render, and to engage in any other acts that are permitted by law.

FOURTH: The post office address of the principal office of the corporation in Florida is Two Alhambra Plaza, Suite 800, Coral Gables, Florida 33134 and the mailing address is the same.

FIFTH: The name and the post office address of the resident agent of the corporation in Florida are: Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

SIXTH: The corporation has authority to issue 500 shares of stock, all of which shall have \$1.00 par value and classified as Common Stock.

SEVENTH: The initial number of directors of the corporation shall be one which number may be increased or decreased pursuant to the bylaws of the corporation; and the name and address of the director who shall act until the first annual meeting or until their successors are elected and qualify are Sergio V. Medina, Two Alhambra Plaza, Suite 800, Coral Gables, Florida 33134. The initial officer's name is Sergio V. Medina, who will serve as President and Secretary, and his address is Two Alhambra Plaza, Suite 800, Coral Gables, Florida 33134.

<u>EIGHTH</u>: The personal liability of all of the director(s) of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Corporation Law as the same may be supplemented and amended.

NINTH: The corporation shall, to the fullest extent legally permissible under the

provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

<u>TENTH</u>: The duration of the corporation shall be perpetual. The effective date of this filing shall be January 1, 2007.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act.

Dated this 27th day of December, 2006.

Edward Hand, Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Sergio V. Medina, P.A.

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

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LESIZE A. SHARE, Vice President

Date: December 27, 2006