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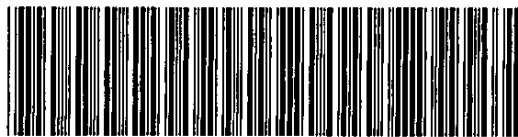
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE JAN -2 2007

**SHUTTS  
&  
BOWEN  
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

JOHN H. ROONEY  
Member Florida Bar  
(305) 347-7338 Direct Telephone  
(305) 347-7883 Direct Facsimile

E-MAIL ADDRESS:  
jrooney@shutts-law.com

December 29, 2006

**VIA US MAIL**

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Filing of Articles of Incorporation for John H. Rooney, Jr., P.A.**

To Whom it May Concern:

Enclosed please find the original Articles of Incorporation for John H. Rooney, Jr., P.A. along with a check for the filing fee of \$70.00.

Should these documents be deficient in any way or if you have any questions, please feel free to contact me at 305-347-7338.

Thank you in advance for your assistance in this regard.

Sincerely,

SHUTTS & BOWEN LLP



John H. Rooney, Jr.

JHR:dld  
Enclosures

ARTICLES OF INCORPORATION  
OF  
JOHN H. ROONEY, JR., P.A.

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TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I  
Name

The name of this professional service corporation is JOHN H. ROONEY, JR., P.A. and its address is 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

ARTICLE II  
Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that this professional services corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this professional services corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of this professional services corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the foregoing purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of

Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this professional services corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the foregoing purposes or the attainment of the objects or the furtherance of such purposes or objects of this professional services corporation.

- (e) Without limiting the generality of any of the foregoing language, this professional services corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III Stock

The maximum number of shares of stock which this professional service corporation is authorized to have outstanding at any time is one thousand (1,000) Shares of Common Stock, each share having a par value of one dollar (\$1.00).

### ARTICLE IV Existence

This professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with, and accepted by, the Florida Department of State.

### ARTICLE V Initial Registered Office and Agent

The name of the initial registered agent of this professional service corporation is John H. Rooney, Jr., and the street address of the initial registered office of this professional service corporation is 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

### ARTICLE VI Stock Transferability

No Shareholder of this professional service corporation may sell or transfer his shares in this professional service corporation except to another individual who is eligible to be a shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VII  
Stock Ownership

The Board of Directors shall require any Officer, Shareholder, agent, or employee of this professional service corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in, this professional service corporation forthwith.

ARTICLE VIII  
Directors

This professional service corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE IX  
Initial Directors

The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
John H. Rooney, Jr.	201 S. Biscayne Boulevard Suite 1500 Miami, Florida 33131

The aforesaid Director shall continue to serve until the first Annual Meeting of the Shareholders or until his successor is elected and has qualified, or until his earlier resignation, removal from office or death.

ARTICLE X  
Incorporator

The name of the person signing these Articles of Incorporation is John H. Rooney, Jr., and his street address is 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

ARTICLE XI

Bylaws

The Bylaws of this professional service corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting duly held.

ARTICLE XII

Indemnification

This professional service corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation as of the 31<sup>th</sup> day of December, 2006.



John H. Rooney, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, 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 DISCHARGE OF HIS DUTIES.

DATED AS OF THE 31<sup>th</sup> DAY OF DECEMBER, 2006.



John H. Rooney, Jr.  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA