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FLORIDA PROFIT/NON PROFIT CORPORATION

Carroll & Sterlacci, P.A.

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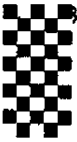
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January 11, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EDWARDS & ANGELL

SUBJECT: CARROLL & STERLIACCI, P.A.
REF: W07000001652

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 registered agent and street address must be consistent wherever it appears in your document.

Please correct the Certificate Designating Place Of Business...by removing the city West Palm Beach.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARROLL & STERLACCI, P.A.

The undersigned subscriber to these Articles of Incorporation, being an attorney duly licensed to render legal services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

1. Name. The name of the Corporation is Carroll & Sterlacci, P.A. (the "Corporation".)

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render legal services.

(b) To the extent permitted under the Professional Service Corporation Act and under the laws of other states, to engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of such other states is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of such states to render legal services.

(c) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional legal services.

(d) To do everything necessary and proper for the accomplishment of any of the 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 the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration

of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render legal services in the State of Florida.

4. Duration. The Corporation shall have perpetual existence.

5. Address. The initial principal place of business and mailing address of this Corporation shall be 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480.

6. Registered Office and Agent. The street address of the initial registered office of this corporation is 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480, and the name of the initial registered agent of the Corporation at that address is William C. Carroll.

7. Directors. This Corporation shall have two directors initially. The names and addresses of the initial directors of this corporation are:

William C. Carroll
340 Royal Poinciana Way, Suite 340
Palm Beach, FL 33480

Michael V. Sterlacci
340 Royal Poinciana Way, Suite 340
Palm Beach, FL 33480

8. Incorporator. The name and street address of the person signing the Articles of Incorporation, who is an attorney licensed under the laws of the State of Florida to render services as such, is:

William C. Carroll
340 Royal Poinciana Way, Suite 340
Palm Beach, FL 33480

9. Voting Trusts. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

10. Restraint on Alienation of Shares. If any shareholder shall become legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase in accordance with the then current form of Shareholders Agreement entered into by the shareholders.

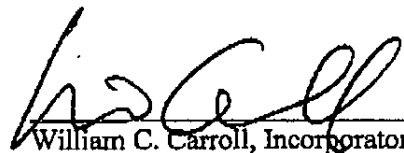
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11. Corporate Powers. This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Service Corporation Act shall prevail.

12. 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.

13. Bylaws. Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

14. Indemnification. This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Services Corporation Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.


William C. Carroll, Incorporator

Dated: January 9, 2007

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Carroll & Sterlacci, P.A., desiring to organize under the laws of the State of Florida with
its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach,
County of Palm Beach, State of Florida, has named William C. Carroll, located at 340 Royal
Poinciana Way, Suite 340, Palm Beach, FL 33480, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 9 day of January, 2007.



William C. Carroll

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TALLAHASSEE, FLORIDA