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Florida Department of State

Division of Corporations

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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Laing & Landolfi, P.A.

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ARTICLES OF INCORPORATION  
OF  
LAING & LANDOLFI, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a professional service corporation (the "Corporation") under the provisions of the Florida Statutes.

ARTICLE I - NAME

The name of this Corporation is LAING & LANDOLFI, P.A.

ARTICLE II - PURPOSE

The Corporation may engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render. The Corporation shall carry out the above professional services through duly licensed or otherwise lawfully authorized attorneys at law.

The Corporation shall have all the powers conferred upon this Corporation by the laws of the State of Florida or of any other state or country not prohibited by the Professional Service Corporation Act.

ARTICLE III - SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be 445 East Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE V - REGISTERED AGENT

The name and Florida street address of the Corporation's initial registered agent is JOSEPH M. LANDOLFI, JR., 445 East Palmetto Park Road, Boca Raton, Florida 33432.

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#### ARTICLE VI - INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is **Two (2)**. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
CHAD R. LAING	445 East Palmetto Park Road Boca Raton, Florida 33432
JOSEPH M. LANDOLFI, JR.	445 East Palmetto Park Road Boca Raton, Florida 33432

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is JOSEPH M. LANDOLFI, JR., 445 East Palmetto Park Road, Boca Raton, Florida 33432.

#### ARTICLE VIII - INDEMNIFICATION

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE IX - CORPORATE BUSINESS AND AFFAIRS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE X - RESIDENCY AND COMPENSATION OF DIRECTORS

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Bylaws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the Bylaws.

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Fax Audit Number: (((H07000059254 3)))ARTICLE XI - BOARD OF DIRECTORS TELEPHONIC MEETING

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a telephone conference as provided by law.

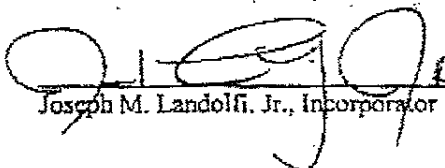
ARTICLE XII - RESTRICTION ON TRANSFER OF SHARES

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XIII - EFFECTIVE DATE

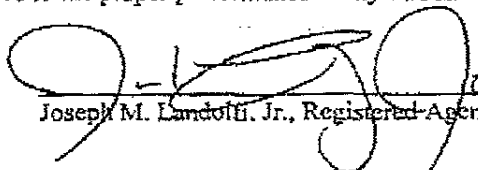
The effective date of the Corporation shall be March 5, 2007.

Dated this 5<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Joseph M. Landolfi, Jr., Incorporator      3-5-07  
Date

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
Joseph M. Landolfi, Jr., Registered Agent      3-5-07  
Date

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