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TALLAHASSEE, FLORIDA

LAW OFFICES

**WALTER S. MILLSAPS**

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TELECOPIER (904) 246-1229

August 27, 2007

**By Federal Express**

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: William Wallace Deem, P.A. and Whalen & Deem, L.L.C.

Dear Sir or Madam:

Enclosed are documents for the formation of the referenced corporation and limited liability company. **Please file the corporation first and give it an effective date of August 23, 2007. Thereafter, file the limited liability company and give it an effective date of August 24, 2007.**

For the corporation (William Wallace Deem, P.A.), I have enclosed an original and one copy of the articles of incorporation, a copy of the designation and acceptance of registered agent and a check in the amount of \$70.00 for the filing fees.

For the limited liability company (Whalen & Deem, L.L.C.), I have enclosed an original and one copy of the articles of organization, a copy of the designation and acceptance of registered agent and a check in the amount of \$125.00 for the filing fees.

Please file the original documents and return date-stamped copies to me in the envelope provided. Please call me if you have any question. Thank you.

Very truly yours,

  
Walter S. Millsaps

Enclosures  
/wsm  
28105

ARTICLES OF INCORPORATION

FILED

OF

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WILLIAM WALLACE DEEM, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is William Wallace Deem,  
P.A.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of  
this Corporation is 3500 South 3<sup>rd</sup> Street, Jacksonville Beach,  
Florida 32250.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.  
The effective date shall be August 23, 2007.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of  
transacting any and all lawful business, and for the practice of  
law.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue one hundred (100)  
shares, all of which shall be of the par value of one cent  
(\$0.01) per share.

**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3500 South 3rd Street, Jacksonville Beach, Florida 32250 and the name of its initial registered agent at such address is William W. Deem, Esq.

**ARTICLE VII-INITIAL BOARD OF DIRECTORS**

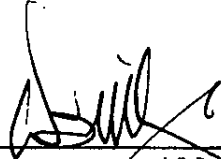
The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the persons who are to serve as the initial directors is as follows:

William W. Deem

**ARTICLE VIII-INCORPORATOR**

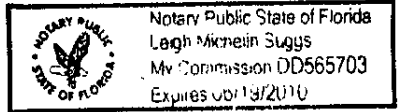
The name and address of the incorporator is Walter S. Millsaps, Esq., 2602 Isabella Boulevard, Suite 50, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of August, 2007.

  
\_\_\_\_\_  
Walter S. Millsaps, Esq.

Acknowledgement

STATE OF FLORIDA     )  
COUNTY OF DUVAL     )



The foregoing instrument was acknowledged before me this 27 day of August, 2007, by Walter S. Millsaps who is personally known by me.

Leigh M. Suggs  
Notary Public, State of Florida  
Name: Leigh M. Suggs

My Commission Expires: 6/19/2010

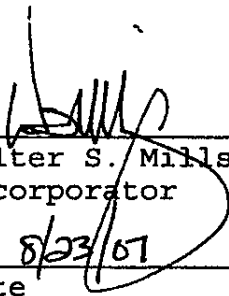
My Commission Number is:

DD565703

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

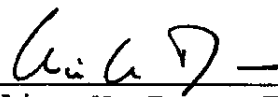
First, that William Wallace Deem, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named William W. Deem, Esq., located at 3500 South 3rd Street, City of Jacksonville Beach, State of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Walter S. Millsaps, Esq.  
Incorporator

8/23/07  
\_\_\_\_\_  
Date

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for above stated corporation, at the place designated in this certificate, William W. Deem, Esq. hereby agrees to act in this capacity, and William W. Deem, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
\_\_\_\_\_  
William W. Deem, Esq.

8/23/07  
\_\_\_\_\_  
Date

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TALLAHASSEE, FLORIDA  
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