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DIVISION OF CORPORATIONS
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EP5/12/08

BRIAN J. DOWNEY, P.A.

Estate & Business Planning - Corporate - Tax Planning - Charitable Planning - Estate & Trust Administration - Insurance

1205 Piper Boulevard

Suite 203

Brian J. Downey

J.D., Member FL, AZ & IN Bars

LL.M. in Taxation

Insurance Licensed, FL

Naples, Florida 34110

Telephone: 239-254-7917

Facsimile: 239-254-7918

May 2, 2008

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brian J. Downey, P.A.


Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the sum of \$78.75 representing the filing fee.

Please process the enclosed Articles and return the stamped copy of the Articles, with the Certificate of Incorporation, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Brian J. Downey, Esq.

Enc.

ARTICLES OF INCORPORATION

OF

BRIAN J. DOWNEY, P.A.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BRIAN J. DOWNEY, P.A. and its principal address is 1205 Piper Blvd., Suite 203, Naples, FL 34110, and its mailing address is 1205 Piper Blvd., Suite 203, Naples, FL 34110.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of a law firm, acting as attorneys, rendering legal services, and for all other purposes allowed a Florida professional corporation for attorneys. Only a person licensed to practice law in Florida may be a shareholder, officer or director of the corporation.

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1205 Piper Blvd., Suite 203, Naples, FL 34110 and the name of the initial registered agent of this corporation at that address is Brian J. Downey.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the director of this corporation is:

Brian J. Downey
1205 Piper Blvd., Suite 203
Naples, FL 34110

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Brian J. Downey, 1205 Piper Blvd., Suite 203, Naples, FL 34110.

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ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Two-thirds percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for

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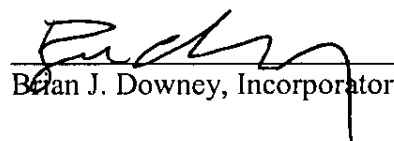
any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of April, 2008.


Brian J. Downey, Incorporator

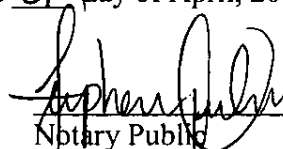
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STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Brian J. Downey personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of April, 2008.


Notary Public

My Commission Expires:

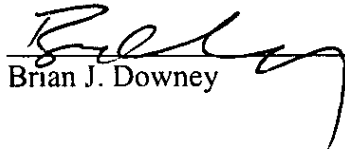


STEPHANIE TIELVES
MY COMMISSION # DD 363663
EXPIRES: October 18, 2008
Bonded Thru Budget Notary Services

I, Brian J. Downey, agree to serve as resident agent and accept service for Brian J. Downey, P.A.. at its registered office and am familiar with and agree to comply with the

provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 29th day of April, 2008.


Brian J. Downey

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