

DEC 10-2008

HAHN LOESER & PARKS

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Musca Law, P.A.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**MUSCA LAW, P.A.**

THE UNDERSIGNED, acting as sole incorporator of a professional corporation to be formed under the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes §621.01 et seq., adopts the following Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is: Musca Law, P.A. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 2650 Airport Rd S, Suite H, Naples, Florida 34112.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, no par value.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation is 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, and the name of the Corporation's initial registered agent at such address is HL Statutory Agent, Inc.

**ARTICLE V**

**INCORPORATOR**

The name and address of the sole incorporator of the Corporation is Jeffrey M. Folkman, 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

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**ARTICLE VI****INITIAL DIRECTOR**

The number of directors constituting the initial Board of Directors of the Corporation is One (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than One (1). The name and address of the person to serve as the sole director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

John P. Musca  
2650 Airport Rd S, Suite H  
Naples, Florida 34112

**ARTICLE VII****PURPOSE**

The general purposes for which this Corporation is organized shall be to render legal services to the general public under a license, and to do all things in connection therewith that are customarily performed by a licensed attorney under the laws of the State of Florida. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

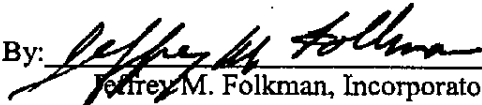
No one other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render legal services in the state of Florida may own stock of this Corporation. No shareholder of this Corporation shall enter into a voting 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. Any shareholder who becomes legally disqualified to practice law shall sever all employment with and financial interest in the Corporation. No shareholder of the Corporation may sell or transfer his stock in this Corporation, except to a professional corporation, a professional limited liability company, or an individual, each of which must be eligible to be a shareholder of the Corporation under the laws of the State of Florida.

**ARTICLE VIII****DURATION**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

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NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act has executed these Articles of Incorporation this 10th day of December, 2008.

By:   
Jeffrey M. Folkman, Incorporator

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**MUSCA LAW, P.A.****ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., an Ohio corporation with an office at 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Articles of Incorporation of MUSCA LAW, P.A., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By its authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

**HL STATUTORY AGENT, INC.**

By:

  
Jeffrey M. Folkman, Vice President

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