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FLORIDA PROFIT/NON PROFIT CORPORATION

Michelle D. Napier, P.A.

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**ARTICLES OF INCORPORATION
OF**

MICHELLE D. NAPIER, P.A.

The undersigned subscriber to these articles of incorporation being duly licensed to practice of law under the laws of the State of Florida adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. 621 and other laws under the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation shall be: MICHELLE D. NAPIER, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 1565 US Highway 1, Sebastian, Florida 32958.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and in real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be One Hundred (100) shares of common stock having a par value of One and 00/100 Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice of law in the State of Florida.

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ARTICLE VI - DESIGNATION OF REGISTERED AGENT

The address of the initial registered office of this professional service corporation is 1565 US Highway 1, Sebastian, Florida 32958. The name of the initial Registered Agent at that address is Michelle D. Napier.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

NAME

ADDRESS

Michelle D. Napier

1565 US Highway 1
Sebastian, FL 32958

ARTICLE VIII - SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is Michelle D. Napier.

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

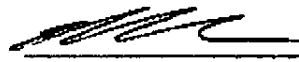
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice of law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

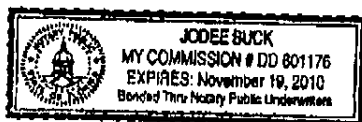


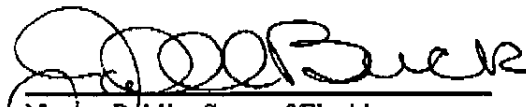
Michelle D. Napier
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 23rd day of January, 2009, by Michelle D. Napier, who is personally known to me or who has produced
_____ as identification..

SEAL





Notary Public, State of Florida
My Commission Expires:
My Commission Number is:


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ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of January, 2009.


Michelle D. Napier

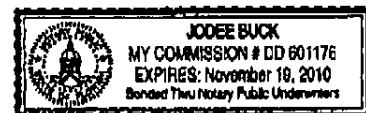
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing articles of incorporation were acknowledged before me on the 23rd day of January, 2009, by Michelle D. Napier, who is personally known to me or who has produced _____ as identification.


Notary Public

My Commission No. is:

My Commission Expires:



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