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Account Number : 075350000132  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

SETH R. KAPLAN, P.A.

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**CORRECTED**



April 17, 2009

FLORIDA DEPARTMENT OF STATE

BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
Division of Corporations

SUBJECT: SETH R. KAPLAN, P.A.  
REF: W09000018118

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ARTICLES OF INCORPORATION  
OF  
SETH R. KAPLAN, P.A.

09 APR 17 PM 12:32  
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TALLAHASSEE, FLORIDA

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ARTICLE I -- NAME

The name of this professional corporation, formed under the provisions of Section 621, Florida Statutes, is SETH R. KAPLAN, P.A.

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of this professional corporation are:

2500 Wachovia Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-5340.

ARTICLE III -- PURPOSE

This professional corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this professional corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of the this professional corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon professional corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this professional corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional corporation is:

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131-5340;

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and the name and address of the initial registered agent of this professional corporation are:

<u>Name</u>	<u>Address</u>
Seth R. Kaplan	200 South Biscayne Boulevard, Suite 2500 Miami, Florida 33131-5340.

#### ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this professional corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the professional corporation. The name and address of the initial director of this professional corporation are:

<u>Name</u>	<u>Address</u>
Seth R. Kaplan	200 South Biscayne Boulevard, Suite 2500 Miami, Florida 33131-5340.

#### ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Seth R. Kaplan	200 South Biscayne Boulevard, Suite 2500 Miami, Florida 33131-5340.

#### ARTICLE VIII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this professional corporation shall be vested in each of the Board of Directors and the shareholders of this professional corporation. The shareholders of this professional corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### ARTICLE IX -- INDEMNIFICATION

This professional corporation shall indemnify any officer or director, or any former officer or director, of this professional corporation to the fullest extent permitted by law.

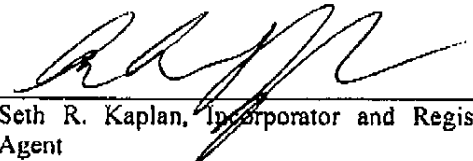
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ARTICLE X -- AMENDMENT

This professional corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 13<sup>th</sup> day of April, 2008.

  
Seth R. Kaplan, Incorporator and Registered Agent

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