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FLORIDA PROFIT/NON PROFIT CORPORATION  
Regional Professional Alliance, Inc.

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**ARTICLES OF INCORPORATION  
OF  
REGIONAL PROFESSIONAL ALLIANCE, INC.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is REGIONAL PROFESSIONAL ALLIANCE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The street address of the principal office of the Corporation is 260 Maitland Avenue, Suite 1500, Altamonte Springs, Florida 32701.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 260 Maitland Avenue, Suite 1500, in the City of Altamonte Springs, County of Seminole, State of Florida 32701. The name of the registered agent at such address is Christopher Smith.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. 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 Florida Business Corporation Act.

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ARTICLE V

Capital Stock

1. The Corporation shall have authority to issue 1,000 shares of common stock, having a par value of \$.01 (the "Common Stock"), all of which shall be issued fully paid and non assessable, of which 500 shares shall be designated as Class A Shares ("Class A Shares") and 500 shares shall be designated as Class B Shares ("Class B Shares"). Class A Shares and Class B Shares together shall have unlimited voting rights and together are entitled to receive net assets of the Corporation upon dissolution.

2. The Board of Directors is hereby expressly granted authority, to the full extent now or hereafter permitted herein and by the Act, at any time or from time to time, by resolution or resolutions, to fix and determine, in whole or in part, the preferences, limitations and relative rights of Class A Shares and Class B Shares, pursuant to Section 607.0602, Florida Statutes.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Alberto S. Bustamante	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

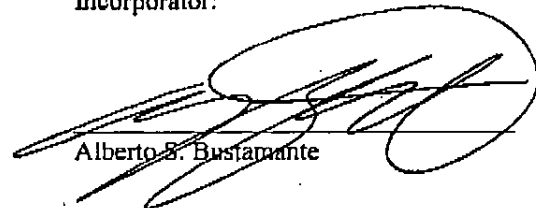
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida this 8<sup>th</sup> day of October, 2010.

Incorporator:

  
Alberto S. Bustamante

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That REGIONAL PROFESSIONAL ALLIANCE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 260 Maitland Avenue, Suite 1500, City of Altamonte Springs, County of Seminole, State of Florida, 32701 has named Christopher Smith located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: October 8, 2010.



Christopher Smith

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TALLAHASSEE, FLORIDA

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