

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
SBG, P.A.

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January 10, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLSBG, P.A.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a professional service corporation for profit pursuant to Chapter 621 and Chapter 607 of the Florida Statutes.

ARTICLE I - Name

The name of the Corporation shall be:

FLSBG, P.A. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 7000 W. Palmetto Park Road, Suite 307, Boca Raton, Florida 33433.

ARTICLE III - Business and Activities

The Corporation may, and is authorized to, engage in the practice of law and any activities related thereto.

ARTICLE IV - Capital Stock

The authorized capital stock of the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 7000 W. Palmetto Park Road, Suite 307, Boca Raton, Florida 33433 and the name of the initial registered agent of the Corporation at that address is Steven B. Greenfield.

ARTICLE VII - Directors

- A. The initial number of Directors of the Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of the Corporation or until his successor is elected or appointed and has qualified, is:

NameStreet Address

Steven B. Greenfield

7000 W. Palmetto Park Road, Suite 307
Boca Raton, Florida 33433

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

NameStreet Address

Steven B. Greenfield

7000 W. Palmetto Park Road, Suite 307
Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of January, 2011.


Steven B. GreenfieldACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of FLSBG, P.A.


Steven B. Greenfield