

03/04/2011

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Law Offices of William M. Franz, P.A.

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**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF WILLIAM M. FRANZ, P.A.**

The undersigned incorporator, being duly licensed to practice law under the laws of the state of Florida, adopts these articles of incorporation to form a corporation under Chapter 621, Florida Statutes, the Professional Service Corporation and Limited Liability Company Act, and Chapter 607, Florida Statutes, the Florida Business Corporation Act, and other laws of the state of Florida.

ARTICLE I. NAME

The name of this professional service corporation is Law Offices of William M. Franz, P.A. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal office and street address of the Corporation is 1401 N. University Dr., Ste. 500, Coral Springs, Florida 33071.

ARTICLE III. PURPOSE

The Corporation is a professional service corporation pursuant to Chapter 621, Florida Statutes, and is formed to engage in every phase and aspect of the practice of law. The Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock the Corporation shall be authorized to issue is 100 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1401 N. University Dr., Ste. 500, Coral Springs, Florida 33071. The name of the initial registered agent at that address is William M. Franz.

ARTICLE VII. LIABILITY OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in

good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

ARTICLE VIII INDEMNIFICATION

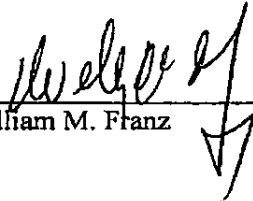
Each person who is or was a director, officer, employee, or agent of the Corporation, and each such person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. The Corporation shall advance the expenses incurred by any of the foregoing persons in defending actions against them to the full extent permitted by applicable law. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided by this Article VIII. Any amendment, modification or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder at the time of such amendment, modification or repeal.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

William M. Franz
1401 N. University Dr., Ste. 500
Coral Springs, Florida 33071

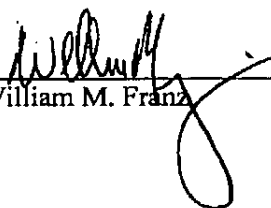
IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.



William M. Franz

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent to accept service of process for Law Offices of William M. Franz, P.A. at the place designated in the articles of incorporation for said corporation, the undersigned hereby accepts appointment as registered agent, has read and is familiar with the applicable provisions of Chapter 607, F.S. concerning the duties of the registered agent, and agrees to act in this capacity.



William M. Franz

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