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FLORIDA PROFIT/NON PROFIT CORPORATION
Schwartz, St. John & Morris, P.A.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
SCHWARTZ, ST. JOHN & MORRIS, P.A.

Pursuant to Sections 621.05 and 607.0202, Florida Statutes, the undersigned natural person, who is licensed or otherwise legally authorized to practice law in the State of Florida, hereby affirms his intent to associate himself as a professional corporation in accordance with the Professional Service Corporation and Limited Liability Company Act, Ch. 621, Florida Statutes (the "Act"), as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is the SCHWARTZ, ST. JOHN & MORRIS, P.A. and its business address is 700 S. FEDERAL HWY., STE 200, BOCA RATON, FL 33432. The mailing address of the Corporation shall be: PO BOX 276153, BOCA RATON, FL 33427.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering legal services. The Corporation shall not engage in any business other than rendering legal services, however, it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property which may be necessary or appropriate for rendering its professional service.

The purpose of the Corporation shall be carried out only through officers, directors, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services in the State of Florida.

ARTICLE IV - POWERS

To the extent not inconsistent with the Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities, and duties as set forth under the Florida Business Corporation Act, Ch. 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

There shall be but one class of stock. The maximum number of shares of which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - TERMS OF CAPITAL STOCK

The shares of stock of this Corporation shall be issued only to individuals who hold an unlimited license to practice law in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his shares in this Corporation only to an individual who holds an unlimited license to practice law in the State of Florida. Any shares issued in violation of this Article VI are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VI is null and void. No shares may be transferred upon the books of this Corporation or issued by this Corporation until there is presented to, and filed with, the Corporation a certificate issued by the Florida Bar (R6107414_7)

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stating that the individual to whom the transfer is to be made, or the shares issued, holds an unlimited license to practice law in the State of Florida.

No shareholder of this Corporation shall enter into a voting trust agreement, or any other type agreement, vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 6622 PATIO LANE, BOCA RATON, FL 33433, and the initial registered agent of this Corporation at such office shall be JAN MICHAEL MORRIS, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation, but no individual may be a director of this Corporation who does not hold a license to practice law in the State of Florida. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The initial Board of Directors shall consist of one member who shall be determined as set forth in the Bylaws.

ARTICLE IX - PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

(a) *Officers.* No individual may be an officer of this Corporation who does not hold an unlimited license to practice law in the State of Florida.

(b) *Acts Prohibited.* This Corporation may do no act which is prohibited to be done by individual persons licensed to practice law.

(c) *Severance of Interest.* If any officer, director or shareholder of this Corporation becomes legally disqualified to render professional legal service within this state, she or he shall sever all employment with, and financial interest in, the Corporation forthwith.

The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of such a provision in the Bylaws or in a private agreement to which the Corporation is a party thereto, the Corporation shall have the right to purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares in the Corporation within ninety days after the death of the shareholder or disqualification of the shareholder, as the case may be. The price for such shares shall be the book value as of the month immediately preceding the death or disqualification of the shareholder. The book value shall be determined from the books and records of the Corporation in accordance with the regular method of accounting used by such Corporation. The determination of book value shall be made by the accountant serving the Corporation at the time of death or disqualification, or by a qualified successor accountant appointed for such purpose by the Board of Directors if the Corporation does not have an accountant at the date of death or

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disqualification, or if the accountant servicing the Corporation fails to make a determination of book value.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of SCHWARTZ, ST. JOHN & MORRIS, P.A.

Incorporator:

Jan Michael Morris
700 S. Federal Hwy, Ste 200
Boca Raton, FL 33432

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SCHWARTZ, ST. JOHN & MORRIS, P.A. at the place designated in the Articles of Incorporation, Jan Michael Morris agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated:

Print Name: Jan Michael Morris
Registered Agent

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