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# ARTICLES OF INCORPORATION OF LIZA E. SMOKER, P.A.

ARTICLE I Name, Principal Place of Business, and Duration

The name of the Corporation is Liza E. Smoker, P.A. The principal place of business of the Corporation is 1401 East Broward Blyd., Suite #300, Fort Lauderdale, Florida 33301. The duration of the Corporation is perpetual.

# ARTICLE II Registered Office and Agent

The address of the registered office in the State of Florida is 1401 East Broward Blvd., Suite #300, Fort Lauderdale, Florida 33301. The name of the registered agent at such address is Liza E. Smoker.

### ARTICLE III Corporate Purposes, Powers, and Rights

- 1. The nature of the business to be conducted or promoted is to engage in the practice of law. The purpose of the Corporation is any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and for which such a corporation is permitted to engage in under other applicable law.
- 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 Professional Service Corporation and Limited Liability Company Act.

## ARTICLE IV Capital Stock

- 1. The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock").
- 2. The designations, voting powers, and preferences; relative, participating, optional, or other special rights; and qualifications, limitations, or restrictions of the above stock are as follows:
- (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Shareholders.
- (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if

any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Shareholders may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in each, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

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- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida or of the United States hereafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

### ARTICLE V Incorporator

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

Name: Liza E. Smoker

Address: 1401 East Broward Blvd., Suite #300, Fort Lauderdale, Florida 33301

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### ARTICLE YI Initial Officers

1. The business of the corporation shall be managed by the shareholders of the corporation rather than a Board of Directors. The names, titles, and mailing addresses of the persons who shall serve as officers of the corporation are as follows:

<u>Name:</u>

Liza E. Smoker

Titles:

President, Treasurer, and Secretary

Address: 1401 East Broward Blvd., Suite #300, Fort Lauderdale, Florida 33301

#### ARTICLE VII 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.

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 has accordingly hereunto set his or her hand and seal.

DATED: June 8, 2011

STATE OF FLORIDA

) 55,

COUNTY OF BROWARD )

THE FOREGOING articles of incorporation were acknowledged before me this 8th day of June, 2011, by Liza E. Smoker, the subscriber to the said Articles of Incorporation. Liza E. Smoker is personally known or produced identification.

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JONI C. COSNER

Notary Public, State of Florida

My commission expires:

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# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with F.S. 607.0501, the following is submitted:

Liza E. Smoker, P.A. with its principal place of business at 1401 East Broward Blvd., Suite #300, Fort Lauderdale, Florida 33301, has named Liza E. Smoker, located at 1401 East Broward Blvd., Suite #300, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

Having been named to accept service of process for Liza E. Smoker, P.A., at the place designated in this certificate, I hereby agree to act in this capacity, to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and to accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida and the Professional Service Corporation and Limited Liability Company Act.

Dated this 8th day of June, 2011.

By: Liza E. Smoker

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