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Division of Corporations

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From:

*Jasmine Roman*

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
DAVID M. GERSTEN, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
DAVID M. GERSTEN, P.A.

ARTICLE I -- NAME

The name of this professional corporation, formed under the provisions of Section 621, Florida Statutes, is DAVID M. GERSTEN, P.A.

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of this professional corporation are:

1450 Brickell Avenue, Suite 2300  
Miami, Florida 33131

ARTICLE III -- PURPOSE

This professional corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this professional corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of the this professional corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon professional corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this professional corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional corporation is:

1450 Brickell Avenue, Suite 2300  
Miami, Florida 33131

and the name and address of the initial registered agent of this professional corporation are:

<u>Name</u>	<u>Address</u>
David M. Gersten	1450 Brickell Avenue, Suite 2300 Miami, Florida 33131

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ARTICLE VI -- COMMENCEMENT

The existence of this professional corporation shall commence as of July 7, 2011.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this professional corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the professional corporation. The name and address of the initial director of this professional corporation are:

<u>Name</u>	<u>Address</u>
David M. Gersten	1450 Brickell Avenue, Suite 2300 Miami, Florida 33131

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
David M. Gersten	1450 Brickell Avenue, Suite 2300 Miami, Florida 33131

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this professional corporation shall be vested in each of the Board of Directors and the shareholders of this professional corporation. The shareholders of this professional corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

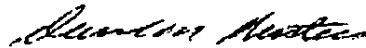
This professional corporation shall indemnify any officer or director, or any former officer or director, of this professional corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This professional corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 7<sup>th</sup> day of July, 2011.



David M. Gersten, Incorporator and Registered Agent

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