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Johnson, Pope, Bokor, Ruppel & Burns, LLP 12/6/2011 10:52 AM PAGE 2/6 FAX

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FLORIDA PROFIT/NON PROFIT CORPORATION  
ZACHARY D. MESSA, P.A.

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**ARTICLES OF INCORPORATION**  
**OF**  
**ZACHARY D. MESSA, P.A.**

The undersigned, being of legal age and a duly licensed attorney under the laws of the State of Florida, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this professional corporation shall be ZACHARY D. MESSA, P.A. The mailing address of the Corporation is 911 Chestnut Street, Clearwater, Florida 33756. The address of the Corporation's principal office is 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE II**  
**PURPOSE**

This Corporation may engage in any lawful activity or business of a licensed attorney permitted under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE / PAR SHARE
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

**Prepared By:**  
Michael G. Little, Esquire  
Johnson, Pope, Bokor,  
Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0861677  
(727) 461-1818

ARTICLE IV  
BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE V  
DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be at 911 Chestnut Street, Clearwater, Florida 33756, and the name of its initial registered agent at such address is Zachary D. Messa.

ARTICLE VII  
APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Zachary D. Messa	911 Chestnut Street Clearwater, Florida 33756

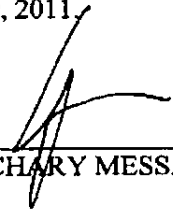
ARTICLE IX  
CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE X  
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2011.

  
\_\_\_\_\_  
ZACHARY MESSA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, ZACHARY D. MESSA, P.A., desiring to organize under the laws of the State of Florida hereby designates Zachary D. Messa, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
ZACHARY D. MESSA

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