

Donald M. DuFresne  
4556 Bannons Walk Court  
Jacksonville, Florida 32258

P95 0000002430

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

000001373760  
-01/09/95--01067--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: DONALD M. DuFRESNE, P.A.

Gentlemen:

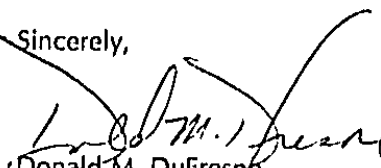
Enclosed you will find Articles of Incorporation in duplicate for filing. Also enclosed is my check to cover the following:

Filing fee	\$ 35.00
Certified copy, Articles	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 122.50

Please return the certified copy of the Articles to me at the above address.

Thank you for your prompt attention to this matter.

Sincerely,

  
Donald M. DuFresne

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
25 JAN -9 AM 8:12

SNL

**ARTICLES OF INCORPORATION  
OF  
DONALD M. DuFRESNE, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JAN -9 PM 8:12

The undersigned incorporator, for the purpose of forming a professional service corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the professional service corporation shall be DONALD M. DuFRESNE, P.A.

**ARTICLE II**

The professional service corporation shall have the power to engage in the practice of law and any other lawful activity for which professional service corporations may be organized under the Professional Service Corporation and Limited Liability Company Act.

**ARTICLE III**

The aggregate number of shares that the professional service corporation shall have authority to issue and to have outstanding at any one time is 7500 shares. All such shares shall be of a single class, designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the professional service corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

**ARTICLE V**

The professional service corporation elects to have preemptive rights.

#### ARTICLE VI

The professional service corporation shall indemnify to the fullest extent permitted by the Professional Service Corporation and Limited Liability Company Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the professional service corporation), by reason of the fact that the person is or was a director or officer of the professional service corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the professional service corporation, or serves or served at the request of the professional service corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the professional service corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Professional Service Corporation and Limited Liability Company Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this professional service corporation.

#### ARTICLE VIII

The bylaws of the professional service corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the professional service corporation shall be fixed by the bylaws of the professional service corporation. The initial board of directors shall consist of 1 director whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald M. DuFresne	4556 Bannon's Walk Court Jacksonville, Florida 32258

#### ARTICLE X

The initial registered agent of the professional service corporation is Donald M. DuFresne. The street address of the professional service corporation's initial registered office is 4556 Bannon's Walk Court, Jacksonville, Florida 32258.

ARTICLE XI

The principal place of business and mailing address of this professional service corporation shall be:

4556 Bannon's Walk Court  
Jacksonville, Florida 32258.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

NAME

Donald M. DuFresne

ADDRESS

4556 Bannon's Walk Court  
Jacksonville, Florida 32258

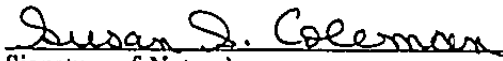
The undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of January, 1995.

  
Donald M. DuFresne, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

Subscribed and sworn to before me on this 4<sup>th</sup> day of January, 1995 by Donald

M. DuFresne. He is personally known to me.

  
Signature of Notary)

Susan S. Coleman  
(Name of Notary)

NOTARY PUBLIC

Commission Number: CC 388742

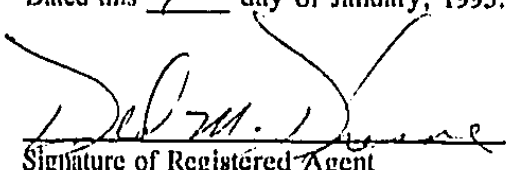
Commission Expiration Date: 9-8-98



**CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
DONALD M. DuFRESNE, P.A.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 4<sup>th</sup> day of January, 1995.

  
Signature of Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -9 AM 8:12

P 95000002430

DONALD M. DUFRESNE  
4556 BANNON'S WALK COURT  
JACKSONVILLE, FLORIDA 32258

398-7036  
January 26, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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ATTENTION: AMENDMENTS

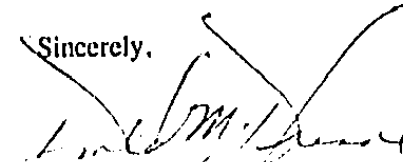
RE: Amendment to Articles of Incorporation  
Corporation Number: P95000002430

Gentlemen:

Please find enclosed 1 (one) original and 1 (one) copy of an Amendment to Articles of Incorporation for the above-referenced corporation number.

I have enclosed a check in the amount of \$35.00 to cover the filing fee of the original. Please date-stamp the copy and mail it in the stamped envelope provided herein.

Sincerely,

  
Donald M. DuPresne

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95 JAN 30 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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GAVE  
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2-3  
DOG EXAM  
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ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
DONALD M. DuFRESNE, P.A.  
Number P95000002430

Pursuant to the provisions of FSA § 607.1006, this professional service corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the professional service corporation before amendment:

DONALD M. DuFRESNE, P.A.

2. The name of the professional service corporation after amendment:

PARKER & DuFRESNE, P.A.

3. The text of each amendment as adopted is as follows:

- a. The ~~initial~~ board of directors shall consist of 2 directors whose name and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald M. DuFresne	4556 Bannon's Walk Court Jacksonville, Florida 32258
E. Warren Parker, Jr.	9532 Broken Oak Blvd. Jacksonville, Florida 32257

- b. The street address of the corporation's ~~initial~~ registered office shall be:

8777 San Jose Boulevard  
Suite 302  
Jacksonville, Florida 32217.

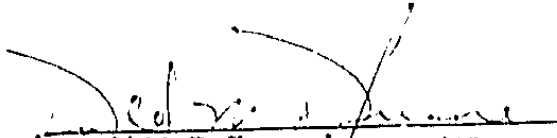
- c. The principal place of business and mailing address of this corporation shall be:

8777 San Jose Boulevard  
Suite 302  
Jacksonville, Florida 32217

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. The date of adoption of each amendment was January 25, 1995.
5. Each amendment was adopted by the incorporator. Shareholder action was not required.
6. These amendments will be effective upon filing.

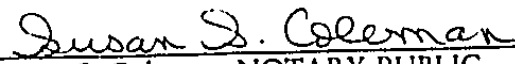
Date: January 25, 1995

  
Donald M. DuFresne, Incorporator  
& Director

  
E. Warren Parker, Jr., Director

STATE OF FLORIDA  
COUNTY OF DUVAL

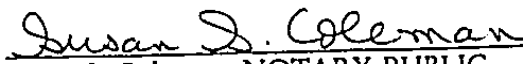
Subscribed and sworn to before me on this 25th day of January, 1995 by Donald M. DuFresne. He is personally known to me.

  
Susan S. Coleman, NOTARY PUBLIC  
Commission Number: CC 388742  
Commission Expiration Date: September 8, 1998



STATE OF FLORIDA  
COUNTY OF DUVAL

Subscribed and sworn to before me on this 25th day of January, 1995 by E. Warren Parker, Jr. He is personally known to me.

  
Susan S. Coleman, NOTARY PUBLIC  
Commission Number: CC 388742  
Commission Expiration Date: September 8, 1998

