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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/L	Director	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION		Y Y
Annual Report	Foreign		· . •
Fictitious Name	Limited Partnership		1-19

Examiner's Initials

Name Reservation

CR2E031(10/92)

Reinstatement Trademark

Other

ARTICLES OF INCORPORATION

SECRETARY OF STATE DIVISION OF CORPORATIONS 95 JAN 17 AM 10: 46

OF

JAMES M. ADAMS, P.A.

ARTICLE I

<u>Name</u>

The name of the corporation is JAMES M. ADAMS, P.A.

ARTICLE II

Duration

This corporation shall have perpetual duration beginning on the date of the filing of these Articles of Incorporation.

ARTICLE III

<u>Purpose</u>

The purpose for which the corporation is organized is to engage in every aspect of the general practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are active members of *The Florida Bar* in good standing.

This corporation shall not engage in any business other than the practice of law. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and

Page 1 of 6 Pages

any other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one hundred (100) shares of Common Stock with a par value of one dollar (\$1.00); all of which shall be issued to JAMES M. ADAMS. There shall be no other classes of capital stock. Shares of this corporation's stock shall be issued only to active members of *The Florida Bar* in good standing.

ARTICLE V

Preferences, Limitations and Relative Rights of Shares of Capital Stock

Section 1. Dividends

The holder of record of the Common Stock shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing such cash dividends.

Section 2. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock. Cumulative voting shall not be permitted.

ARTICLE VI

Mailing Address, Initial Registered Office and Agent

The principal place of business and mailing address of the corporation is 303 Banyan Boulevard, Suite 400, West Palm Beach, Florida 33401. The name of the initial Registered Agent and the initial registered office of this corporation is **JAMES M. ADAMS**, 303 Banyan Boulevard, Suite 400, West Palm Beach, Florida 33401.

ARTICLE VII

Initial Board of Directors

This corporation shall have one Director initially. The number of Directors may be increased as provided in the bylaws. The activities and functions of the Board of Directors may be dispensed with and performed solely by the sole shareholder serving as President. The name and address of the initial Director of this corporation is:

JAMES M. ADAMS 303 Banyan Boulevard, Suite 400 West Palm Beach, Florida 33401

<u>ARTICLE VIII</u>

Incorporators

The names and addresses of the person signing these Articles of Incorporation is JAMES M. ADAMS, 303 Banyan Boulevard, Suite 400, West Palm Beach, Florida 33401.

ARTICLEIX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided for in such bylaws.

ARTICLE X

Shareholder Voting

Majority consent of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE XI

Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or no. such approval is required by law.

<u>ARTICLE XII</u>

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

The shareholders shall have the sole power to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this ______ day of January, 1995.

JAMES M. ADAMS, Incorporator

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this _______ day of January, 1995 by JAMES M. ADAMS, who is personally known to me, who did not take an oath, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

Notary Public, State of Florida at Large

Printed name: J. C. AUBRY

My commission expires:

JO C. AUBRY
Notary Public, State of Florida
My comm. expires Oct. 15, 1995
No. CC152209

CERTIFICATE OF DESIGNATION REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

- 1. The name of the corporation is JAMES M. ADAMS, P.A.
- 2. The name and address of the registered agent and office is:

JAMES M. ADAMS 303 Banyan Boulevard, Suite 400 West Palm Beach, Florida 33401

Date: <u>Jan. 13, 1995</u>

JAMES M. ADAMS

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, with my residence located at 425 South Country Club Drive, Atlantis, Florida 33462. I do hereby accept the foregoing designation of Registered Agent.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Florida Statute 607.0501.

Dated at West Palm Beach, Florida, this __/_3 day of January, 1995.

JAMES M. ADAMS

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