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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: POWLER, WHITE, BURNETT, ET AL

DEPARTMENT OF STATE

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FLORIDA PROFIT CORPORATION OR P.A.

NAME: JOHN C. ADAMS, P.A.

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ARTICLES OF INCORPORATION  
OF  
JOHN CLARK ADAMS, P.A.

The undersigned incorporator, for the purpose of forming a professional services corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

"JOHN CLARK ADAMS, P.A."

ARTICLE II

PURPOSE

The corporation is organized for the purpose of practicing the profession 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 duly authorized and licensed to practice law in the State of Florida. The corporation shall not engage in any business other than the practice of law, but may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Subject to the foregoing, the corporation shall have all corporate powers permitted under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Kyle Lewis Weigel, Esq.  
Fowler, White, Burnett, Marley, Ranick & Strickroot, P.A.  
100 S.W. 2nd Street, Suite 1700  
Miami, Florida 33131-1101  
ph: (305) 782-9200  
Florida Bar No. 92214c

Audit No. 83100000743

ARTICLE III

Authorized Capital Ownership

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice law in this State;  
or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

#### ARTICLE IV

##### Address

The mailing address of the corporation is 2701 Ponce de Leon Boulevard, Suite 302, Coral Gables, Florida 33134.

#### ARTICLE V

##### Registered Office and Agent

The street address of the corporation's initial registered office is 2701 Ponce de Leon Boulevard, Suite 302, Coral Gables, Florida 33134. The name of the initial registered agent at such office is John C. Adams, Esq.

#### ARTICLE VI

##### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise,

provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

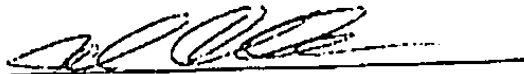
#### ARTICLE VII

##### Incorporator

(a) The name and address of the incorporator of the corporation are: John C. Adams, Esq., 2701 Ponce de Leon Boulevard, Suite 302, Coral Gables, Florida 33134.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 1995.

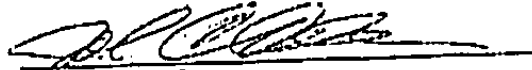
  
John C. Adams

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Audit No. 95000000765

ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
John C. Adams

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