

**P95000012342**  
**SIMMONS, SOLOMON, DREYER & MANCINI**

Evelt L. Simmons  
Lynn D. Solomon  
Noreen S. Dreyer  
Reginald J. Clyne  
Padrick A. Pinkney  
Sara Simmons  
Joseph J. Mancini  
(Of Counsel)  
Donna M. Douglas  
(Of Counsel)  
Lissette Gorman  
(Of Counsel)

Unity One at St. Lucie West  
145 NW Central Park Plaza, Suite 200  
Port St. Lucie, Florida 34986  
Telephone: (561) 340-7781  
Facsimile: (561) 340-0804

67 Wall Street, 5th Floor  
New York, New York 10005  
Telephone: (212) 422-0365  
Facsimile: (212) 422-0420

PLEASE REPLY TO: Port St. Lucie

February 25, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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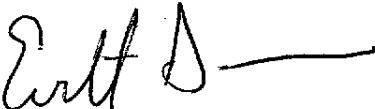
**In Re: Clyne & Associates, P.A.**

Dear Sir/Madam:

Enclosed please find the original and one copy of Article of Amendment to Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$35.00 is enclosed for the filing fee. Please file the original of the enclosed Amendment and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

**SIMMONS, SOLOMON, DREYER & MANCINI**

  
Evelt L. Simmons, Esquire  
For the Firm

ELS/dd

Enclosures

 GAVE  
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ADD DATES  
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**FILED**  
98 MAR -3 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC + AM  
3 to [signature]

**ARTICLE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
  
CLYNE & ASSOCIATES, P.A.**

**FILED**  
98 MAR -3 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** All Articles have been changed as follows:

***I***

***Name of Corporation, Principal Office and Mailing Address***

The name of this Corporation shall SIMMONS & CLYNE, P.A. The principal office of this Corporation shall be 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986. The mailing address of this Corporation shall be 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986.

***II***

***Purposes***

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ***III***

#### ***Capital Stock***

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be changed from one (100) hundred shares of common stock at one (.01) cents par value to three thousand (3,000) shares of common stock at One (\$1.00) Dollar par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to attorneys or professional associations wholly owned by attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### ***IV***

#### ***Duration***

The Corporation shall have perpetual existence.

***V***  
***Registered Agent***

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986, and the name of its initial Registered Agent at said address is Evett L. Simmons.

***VI***  
***Incorporator***

The name and address of the Incorporator is as follows:

Reginald J. Clyne  
Douglas Center - Penthouse II  
2600 Douglas Road  
Coral Gables, FL 33134

***VII***  
***Board of Directors***

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Evett L. Simmons  
145 NW Central Park Plaza  
Suite 200  
Port St. Lucie, FL 34986

Reginald J. Clyne  
Douglas Center - Penthouse II  
2600 Douglas Road  
Coral Gables, FL 33134

***VIII***  
***Informal Shareholder Action***

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon

such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

## ***IX***

### ***Severance and Termination of Employment***

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

## ***X***

### ***Informal Director Action***

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## ***XI***

### ***Indemnification***

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

**XII**  
**Bylaw Amendment**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**SECOND:** The date of the amendments in Section First was February 23, 1998.

**THIRD:** The amendments were approved by all of the Shareholders.

**In Witness Whereof**, the undersigned Stockholder and Officer has executed these Articles of Incorporation this 24 day of February, 1998.

By: Reginald J. Clyne  
REGINALD J. CLYNE  
President, Secretary, and Sole Stockholder

*State of Florida*  
*County of Dade*

**The Foregoing Instrument** was acknowledged before me this 24<sup>th</sup> day of February, 1998, by REGINALD J. CLYNE, who ~~after producing Florida Driver's License~~ # is personally known to me, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Sole Stockholder and Officer of Clyne & Associates, P.A., who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

**In Witness Whereof**, I have hereunto set my hand and seal this 24<sup>th</sup> day of February, 1998.

Diane Dustin  
NOTARY PUBLIC-State of Florida

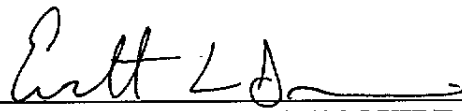
My Commission Expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

That **SIMMONS & CLYNE, P.A.**, a Corporation for Profit, has named **EVETT  
L. SIMMONS, ESQUIRE, 145 NW Central Park Plaza, Suite 200, Port St. Lucie, FL  
34986**, as its agent to accept service of process within this state. Having been named to  
accept service of process for the above Corporation, at the place designated in this  
Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions  
of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**EVETT L. SIMMONS, ESQUIRE**