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417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET to DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

#### ARTICLES OF INCORPORATION

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OF

95 HAR 29 PH 2: 37

AUBREY G. RUDD, P.A.

GEGORTARY OF STATE TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, who is a member of the Florida Bar duly licensed to render services as an attorney under the laws of the State of Florida, by these articles form a Professional Service Corporation Act and other laws of the State of Florida.

#### ARTICLE I - NAME

The name of this professional service corporation shall be AUBREY G. RUDD, P.A.

#### ARTICLE II - DURATION

The period of this professional service corporation shall be perpetual.

#### ARTICLE III - COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these articles.

#### ARTICLE IV - PURPOSE

The sole and specific purpose of this corporation is to render professional services, to wit: engage in the practice of law.

This professional service corporation may transact all business permitted by the Professional Service Corporation Act and the Florida Bar.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue a maximum of One

Hundred (100) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per

share. The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporator or by the directors at the meeting called for such purposes.

#### ARTICLE VI. PRE-EMPTIVE RIGHTS

All shareholders, regardless of whatever class of stock, shall have the right to purchase, in proportion to their interest held in the corporation, any issuance of stock by the corporation prior to the sale of that stock to others.

### ARTICLE VII. INITIAL REGISTERED AGENT, INITIAL REGISTERED OFFICE AND MAILING ADDRESS OF CORPORATION

The corporation initial; registered agent, registered office and mailing address in the State of Florida shall be:

AUBREY G. RUDD 3663 SW 8th., Suite 214 Miami, FL 33135

The above is the mailing address and principal office of the corporation.

#### ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

AUBREY G. RUDD 3663 SW 8th Street, Ste. 214 Miami, Florida 33135

#### ARTICLE IX. DIRECTORS

1. Director of the corporation shall be members in good

standing of the Florida Bar.

- 2. The initial board of director of the corporation shall consist of one (1) member.
- 3. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.
- 4. The name and address of the director constituting the initial board of directors is:

Aubrey G. Rudd

3663 SW 8th St., Suite 214 Miami, FL 33135

#### ARTICLE X. OFFICERS

Officers of the Corporation shall be members in good standing of the Florida Bar.

#### ARTICLE XI. STOCKHOLDERS

Stockholders of the corporation shall be members in good standing of the Florida Bar.

#### ARTICLE XII. \_ INDEMNIFICATION

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

## ARTICLE XIII. REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

1. The corporation adopts all contracts made on its behalf by the before-mentioned incorporators.

- 2. The corporation authorizes its director to reimburse the before-mentioned incorporators for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the corporation.
- 3. The directors of this Corporation shall have the sole discretion to determine the expenses for which the beforementioned incorporators shall be re-imburse.

#### ARTICLE XIV. RIGHT TO AMEND ARTICLES OF INCORPORATION

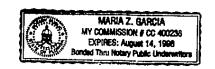
The corporation reserves the right to amend or repeal any provision contained in these articles of Incorporation or any amendment to the Article of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation at Miami, Dade County, Florida, on \_\_\_\_\_\_ day of March, 1995.

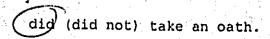
AUBREY G. (RUDD 3663 SW 8th St Suite 214 Miami, Fl 33135

STATE OF FLORIDA)
SS
COUNTY OF DADE )

The foregoing Articles of Incorporation of AUBREY G. RUDD, P.A. were acknowledged before me this <u>24th</u> day of <u>March</u>, 1995. by **AUBREY G. RUDD**, as Incorporator, who is personally known to me or who has produced <u>Personally Known</u> as identification and who



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#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AUBREY G. RUDD, P.A. at the place designated in the Articles of Incorporation, AUBREY G. RUDD, agrees to act in this capacity, agrees to comply with the provisions of law relative to such office, and is familiar with, and accepts the obligations provided for in the Florida Statutes.

Date: 7.24.95

By: Culy help

AUBREY (S. BUDD