

TO: DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000003597))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PAYNE, LEEDS, COLBY & ROBINSON, P.A.

FAX AUDIT NUMBER: H95000003597

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Ronald R. Fieldstone, Esq.
Fl. Bar No. 190299
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133
(305) 250.7100

ARTICLES OF INCORPORATION
OF

PAYNE, LEEDS, COLBY & ROBINSON, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PAYNE; LEEDS, COLBY & ROBINSON, P.A.

ARTICLE II - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the corporation shall not render professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render the professional services as attorneys at law within the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

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and the name and address of the initial registered agent of this corporation is:

Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
R.W. Buddy Payne	c/o Fieldstone Lester & Shear
Scott Leads	2601 S. Bayshore Drive
Jonathan Colby	Suite 1600
James Robinson	Miami, Florida 33133

ARTICLE VIII - INCORPORATOR

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

Name	Address
Ronald R. Fieldstone	Fieldstone Lester & Shear
	2601 S. Bayshore Drive
	Suite 1600
	Miami, Florida 33133

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of March, 1995.

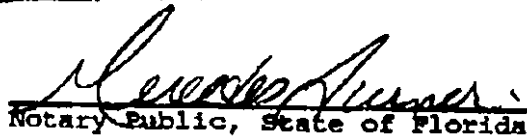


Subscriber, Director, and
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of March, 1995.



Notary Public, State of Florida

My commission expires:



MERCEDES M TURNER
My Commission OC309144
Expires Jun. 30, 1998
Bonded by HAI
600-422-1888

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

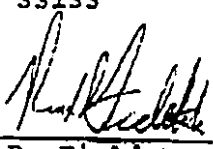
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

PAYNE, LEEDS, COLBY & ROBINSON, P.A.

2. The name and address of the registered agent and office is:


Ronald R. Fieldstone, Esq.
Fieldstone Lester & Shear
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133



Ronald R. Fieldstone
Title:

Date: 3/29/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Ronald R. Fieldstone
Date: 3/29/95

RRFARTICLES.PAY

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OFFICE USE ONLY (Document #)

John B. Allison, III
(Requestor's Name)
100 S.E. Second St., Ste. 3350
(Address)
Miami, FL 33131-1101
(City, State, Zip) (Phone #)

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96 NOV -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ 300002000873--3
(Corporation Name) (Document #) 11/01/96 01102--022
****175.00 *****87.50
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS NOV 7 1996

N/C

AMENDMENT TO ARTICLES OF INCORPORATION

OF

PAYNE, LEEDS, COLBY & ROBINSON, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the directors of Payne, Leeds, Colby & Robinson, P.A. (the "Corporation"), hereby present this Amendment to Articles of Incorporation to the Secretary of State of the State of Florida as and for an amendment to the Articles of Incorporation of the Corporation under the laws of the State of Florida.

ARTICLE I

Article I of the Articles of Incorporation filed with the Secretary of State of the State of Florida on or about March 29, 1995, which designated the name of the Corporation as PAYNE, LEEDS, COLBY & ROBINSON, P.A. is hereby amended, and hence forth the Corporation shall be known as LEEDS & COLBY, P.A.

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TALLAHASSEE FLORIDA

ARTICLE II

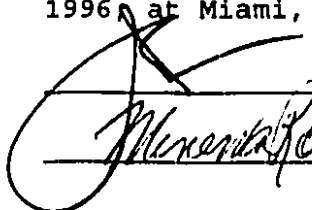
The date this amendment was adopted by the shareholders and approved by the board of directors was October 25, 1996. This amendment was approved by all of the shareholders, each of whom cast his outstanding shares as affirmative votes for the approval of this amendment, and such vote by the shareholders was sufficient for

approval of this amendment in accordance with the Articles of Incorporation and By-Laws of the Corporation.

ARTICLE III

This amendment is executed, approved and made effective by the board of directors pursuant to the aforesaid shareholder action.


IN WITNESS WHEREOF, the undersigned have hereunto executed this Amendment to Articles of Incorporation this 25th day of October, 1996, at Miami, Florida.




Minerva Romero



SCOTT W. LEEDS, Director



Minerva Romero



JONATHAN T. COLBY, Director

AFFIDAVIT OF SCOTT W. LEEDS

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME the undersigned authority, personally appeared SCOTT W. LEEDS, who, after being duly sworn, deposes and says:

1. My name is Scott W. Leeds, and I am the president of Leeds & Colby, P.A., a Florida professional association.

2. On September 26, 1996, Articles of Incorporation for Leeds & Colby, P.A. were filed with the Secretary of State, Florida Department of State, and Document No. P96000080469 was assigned to such articles.

3. On October 25, 1996, Articles of Dissolution for Leeds & Colby, P.A. were executed and sent to the Florida Department of State for filing.

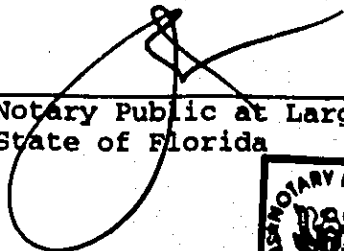
4. On October 25, 1996, an Amendment to Articles of Incorporation of Payne, Leeds, Colby & Robinson, P.A. were executed and sent to the Florida Department of State for filing. The purpose of such amendment was to change the name of Payne, Leeds, Colby & Robinson, P.A. to Leeds & Colby, P.A.

5. The purpose of this Affidavit is to aver that Leeds & Colby, P.A., having the document number P96000080469, will not revoke its Articles of Dissolution so that the Florida Department of State will process the name change of Payne, Leeds, Colby & Robinson, P.A. to Leeds & Colby, P.A.

FURTHER AFFIANT SAYETH NOT.


SCOTT W. LEEDS

SWORN AND SUBSCRIBED before me this 25th day of Oct
1996.


Notary Public at Large
State of Florida

My Commission Expires:

