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NAME: RANDY V. PELHAM, P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Moriham  
Secretary of State

June 12, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RANDY V. PELHAM, P.A.  
REF: W95000011818

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Loria Poole  
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 12, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RANDY V. PELHAM, P.O.  
REF: W95000011818

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PAGE 2 -

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Loria Poole  
Corporate Specialist

FAX Aud. #: H95000006493  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

## ARTICLES OF INCORPORATION

Name of Corporation:

**RANDY V. PELHAM, P.A.**

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "PROFESSIONAL SERVICE CORPORATION ACT" adopts the following Articles of Incorporation for such Corporation.

ARTICLE I  
CORPORATE NAME

The name of this Corporation is:  
**RANDY V. PELHAM, P.A.**

ARTICLE II  
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. The main purpose of said Corporation is to perform LEGAL SERVICES.

ARTICLE III  
CAPITAL STRUCTURE

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared by:  
Anthony Coleman  
=1 Bar-368563  
6363 NW 6<sup>th</sup> way #210  
Ft. Lauderdale, FL 33309  
305 776-1001

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ARTICLE IV  
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

ARTICLE V  
EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of directors are:

RANDY V. PELHAM  
1425 EAST PIEDMONT DRIVE  
TALLAHASSEE, FLORIDA 32312

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

RANDY V. PELHAM  
1425 EAST PIEDMONT DRIVE  
TALLAHASSEE, FLORIDA 32312

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ARTICLE VIII  
REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

RANDY V. PELHAM  
1425 EAST PIEDMONT DRIVE  
TALLAHASSEE, FLORIDA 32312

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

X   
Signature of Registered Agent

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: JUNE 9, 1995

X   
Signature of Incorporator

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TALLAHASSEE, FLORIDA

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