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City State Zip Phone  
904-222-1092  
CORPORATION(S) NAME

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*Chapin, Miller, and Vandenberg, P.A.*

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**ARTICLES OF INCORPORATION  
OF**

**CHOPIN, MILLER & YUDENFREUND, P.A.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and legally authorized to practice in the profession of law in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**

The name of this Corporation shall be Chopin, Miller & Yudenfreund, P.A. The mailing address of this Corporation shall be 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

**ARTICLE II**

The purpose of this Corporation and the general nature of its business are as follows:

- (a) To engage in the practice of law as a professional service corporation and to provide services incident thereto.
- (b) To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
- (c) The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees, and agents who are active members of the bar

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in good standing and licensed in Florida to render legal services.

(d) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules Regulating the Florida Bar and the Rules of Professional Conduct or by the provisions of these Articles of Incorporation.

#### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

#### ARTICLE IV

The term of existence of this Corporation is perpetual.

#### ARTICLE V

The names and addresses of the subscribers, who are the incorporators, who are duly licensed in the State of Florida to practice law are:

L. Frank Chopin, Esquire  
CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

Jacqueline S. Miller, Esquire  
CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

Joel H. Yudenfrend, Esquire  
CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, FL 33480

#### ARTICLE VI

The street address of this Corporation's initial registered office and name of its initial registered agent at such address is as follows:

L. Frank Chopin, Esquire  
CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, FL 33480

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VII

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of this Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the persons who are to serve as the members of the initial Board of Directors are as follows:

NAME:

ADDRESS:

L. Frank Chopin, Esquire

CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

Jacqueline S. Miller, Esquire

CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

Joel H. Yudenfreund, Esquire

CHOPIN, MILLER & YUDENFREUND  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

ARTICLE VIII

No shareholder may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a shareholder of this Corporation under Florida law.

ARTICLE IX

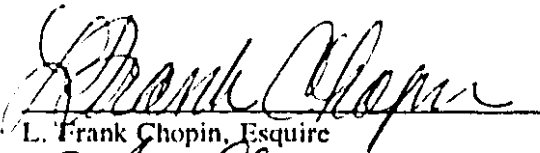
If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services to the public for this Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then this Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in this Corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporators this 21<sup>st</sup> day of September,

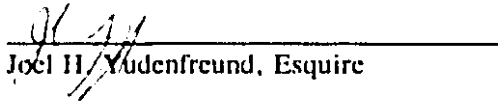
1995.

  
\_\_\_\_\_

L. Frank Chopin, Esquire

  
\_\_\_\_\_

Jacqueline S. Miller, Esquire

  
\_\_\_\_\_

Joel H. Yudenfreund, Esquire

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Chopin, Miller & Yudenfreund, P.A., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated 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.

  
L. Frank Chopin, Registered Agent

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*Chopin, Miller & Yudenfreund  
Attorneys at Law  
A Partnership which includes Professional Associations*

*440 Royal Palm Way  
Palm Beach, Florida 33480*

*Telephone: (407) 655-9500  
Facsimile: (407) 655-9508*

April 29, 1996

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
Attn.: Dissolution  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Chopin, Miller & Yudenfreund, P.A.

Dear Sir or Madame:

Enclosed please find a copy and an original signed Articles of Dissolution and a check in the amount of \$35.00 for the above referenced corporation. Please file these Articles and return a stamped copy to the attention of Morgan Speer at our office.

Sincerely,

*Vicki L. Evans*

Vicki L. Evans

Enclosure

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**Articles of Dissolution of  
Chopin, Miller & Yudenfreund, P.A.**

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned, being all of the shareholders and directors of Chopin, Miller & Yudenfreund, P.A. (the "Corporation"), adopt the following Articles of Dissolution for the Corporation.

**ARTICLE I**

The name of the Corporation is Chopin, Miller & Yudenfreund, P.A.

**ARTICLE II**

The date dissolution was authorized was March 31, 1996.

**ARTICLE III**

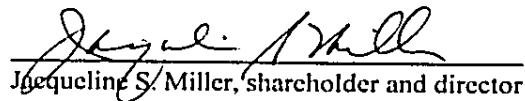
The dissolution was approved by the unanimous vote of the shareholders and directors of the Corporation.

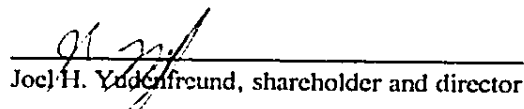
**ARTICLE IV**

No debts of the Corporation remain unpaid.

Dated this 22<sup>nd</sup> day of April, 1996.

  
\_\_\_\_\_  
L. Frank Chopin, shareholder and director

  
\_\_\_\_\_  
Jequeline S. Miller, shareholder and director

  
\_\_\_\_\_  
Joe H. Yudenfreund, shareholder and director