

2/09/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
100 EAST GONZALEZ STREET
TALLAHASSEE, FL 32399
FAX: (904) 222-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: JENNIFER L. AUGSPURGER, P.A.
FAX AUDIT NUMBER: H90000001991
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
JENNIFER L. AUGSPURGER, P.A.**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, a natural person competent to contract and duly licensed to render service as an Attorney and Counselor at Law, hereby organizes and incorporates under the Professional Service Corporation Act, Chapter 621, Fla. Stat., and Chapter 607, Fla. Stat., not in conflict therewith.

ARTICLE I

The name of this corporation is: JENNIFER L. AUGSPURGER, P.A., and the principal place of business is 105 E. Palmetto Park Rd., Boca Raton, FL 33432.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 per value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum

This Document Prepared By:

JENNIFER L. AUGSPURGER, ESQ.
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of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive 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. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the

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Shareholders of the corporation.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 105 E. Palmetto Park Rd., Boca Raton, FL 33432, and the name of its initial registered agent at that address is JENNIFER L. AUGSPURGER.

ARTICLE VII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of the person to serve as a Director until the first annual meeting of shareholders, or until her successors are elected and qualify, is:

<u>Name</u>	<u>Address</u>
JENNIFER L. AUGSPURGER	105 E. Palmetto Park Rd. Boca Raton, FL 33432

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JENNIFER L. AUGSPURGER	105 E. Palmetto Park Rd. Boca Raton, FL 33432

ARTICLE IX - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors, officers or are financially interested, shall either be void or voidable because of such relationship or interest, if:

(a) the fact of such relationship or interest is disclosed or

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known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 9th day of February, 1996.



JENNIFER L. AUGSPURGER
Incorporator

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

The following is submitted pursuant to Sections 48.091(1)
and 607.034, Fla. Stat.:

JENNIFER L. AUGSPURGER, P.A., desiring to organize under the
laws of the State of Florida, being in the County of Palm Beach
at 105 E. Boca Raton Blvd., Boca Raton, Florida 33432, has named
JENNIFER L. AUGSPURGER, located at the same address, as its
initial registered agent to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this
capacity and agree to comply with the provisions of said statute
relative to keeping the registered office of the Corporation open
from 10:00 a.m. to noon each day, except Saturdays, Sundays and
legal holidays, and to post therein a sign designating the name
of the Corporation and the name of its registered agent.

DATED this 9th day of February, 1996.

By:



JENNIFER L. AUGSPURGER
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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