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NAME: MARTIN A. PURCELL, P.A.

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2-16-91

**ARTICLES OF INCORPORATION
OF
MARTIN A. PURCELL, P.A.**

The undersigned subscriber to these Articles of Incorporation, being an attorney duly licensed to render legal services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

1. Name. The name of the Corporation is **MARTIN A. PURCELL, P.A.** (the "Corporation".)

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render legal services.

(b) To the extent permitted under the Professional Service Corporation Act and under the laws of other states, to engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of such other states is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of such states to render legal services.

(c) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional legal services.

(d) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

FAX AUDIT #H96000002406
Martin A. Purcell
Florida Bar No. 281433
Edwards & Angell
250 Royal Palm Way, Ste 300
Palm Beach FL 33480

FAX AUDIT NO. H96000002406

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. **Capital Stock.** The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render legal services in the State of Florida.

4. **Duration.** The Corporation shall have perpetual existence.

5. **Address.** The initial principal place of business and mailing address of this Corporation shall be: 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840.

6. **Registered Office and Agent.** The street address of the initial registered office of this corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840, and the name of the initial registered agent of the Corporation at that address is Angell Corporate Services, Inc.

7. **Directors.** This Corporation shall have one director initially. The name and address of the initial director of this corporation is:

Martin A. Purcell
250 Royal Palm Way
Suite 300
Palm Beach, FL 33840

8. **Incorporator.** The name and street address of the person signing the Articles of Incorporation, who is an attorney licensed under the laws of the State of Florida to render services as such, is:

Martin A. Purcell
250 Royal Palm Way
Suite 300
Palm Beach, FL 33840

9. **Voting Trusts.** No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

10. **Restraint on Alienation of Shares.** If any shareholder shall become legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall

FAX AUDIT #H96000002406

FAX AUDIT #H96000002406

Immediately become subject to purchase in accordance with the then current form of Shareholders Agreement entered into by the shareholders.

11. **Corporate Powers.** This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Service Corporation Act shall prevail.

12. **Amendment.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

13. **Bylaws.** Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

14. **Indemnification.** This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Services Corporation Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

15. **Effective Date.** The Effective Date of these Articles of Incorporation is the 16th day of February, 1996.


Martin A. Purcell, Incorporator

Dated: February 16, 1996

FAX AUDIT #H96000002406

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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 in accordance with the requirements of Chapter 48.091, Florida Statutes:

MARTIN A. PURCELL, P.A., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its 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 place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 16th day of February, 1996.

ANGELL CORPORATE SERVICES, INC.

By: 

Jonathan E. Cole, President

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TALLAHASSEE, FLORIDA

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