

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

TELEPHONE (407) 855-8980
TELECOPIER (407) 855-8480

April 17, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

In re: Michael P. Walsh, P.A.

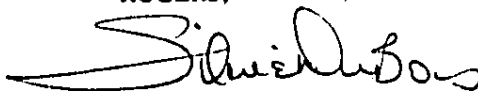
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****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Michael P. Walsh, P.A. The effective date of the Articles of Incorporation is May 1, 1996. Also enclosed is a check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles of Incorporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Silvie DuBois
Legal Assistant

/srd
Enclosure
a/s

APR 25 1996

RECEIVED
66 APR 22 AM 8:41
STATE
TALLAHASSEE, FLORIDA
BSB

**ARTICLES OF INCORPORATION
OF
MICHAEL P. WALSH, P.A.**

FILED
96 APR 22 AM 8:41
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MICHAEL P. WALSH, P.A. and its principal place of business is 501 South Flagler Drive, Suite 504, West Palm Beach, Florida 33401.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the practice of law and conducting any and all lawful business within the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than (1). The name and address of the initial directors of this corporation is:

**MICHAEL P. WALSH
501 South Flagler Drive, Suite 504
West Palm Beach, FL 33401**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is SILVIA R. DuBOIS.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Seven Thousand Five Hundred Dollars (\$7,500.00).

ARTICLE VII - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII - INCORPORATOR

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

SILVIA R. DuBOIS
505 South Flagler Drive, Suite 1330
West Palm Beach, FL 33401

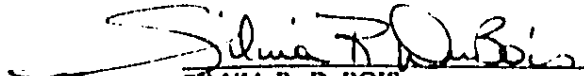
ARTICLE IX - OFFICERS

The following named person shall be all the officers of this corporation from its inception and until his successor is duly elected and qualified;

President/Secretary

MICHAEL P. WALSH

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 17th of April, 1996.


SILVIA R. DuBOIS

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared SILVIA R. DuBOIS who is personally known to me and who did not take an oath, and that she executed the foregoing instrument, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal, in the state and county aforesaid, this 17th day of April, 1996.


Notary Public, State of Florida



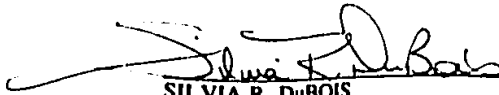
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, MICHAEL P. WALSH, P.A. desiring to organize under the laws of the State of Florida with its principal office located in the City of West Palm Beach, County of Palm Beach, State of Florida, has named SILVIA R. DuBOIS, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent 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 laws of the State of Florida relative to keeping open said office.

Dated: April 17, 1996


SILVIA R. DuBOIS

13 APR 1996
55 MAR 22 PM 6:41
TALLAHASSEE, FLORIDA

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