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DUKE
MULLIN
& GALLOWAY
PROFESSIONAL ASSOCIATION
COUNSELLORS AT LAW

DAVIS W. DUKE, JR.
JOHN M. MULLIN
AMY J. GALLOWAY

June 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
400 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-06/28/96--01096--0013
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Re: Formation of Duke, Mullin & Galloway, P.A.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

| | | |
|--------------------------------|----|--------------|
| Receiving, filing and indexing | | |
| Articles of Incorporation | \$ | 35.00 |
| Certified copy of Articles of | | |
| Incorporation | | 52.50 |
| Registered Agent Fee | | <u>35.00</u> |
| Total | \$ | 122.50 |

The original is to be filed in your office and the copy certified and returned to my attention, at 1601 Middle River Drive, Fort Lauderdale, Florida 33305, using the enclosed stamped, self-addressed envelope.

Please telephone me at (954) 564-5784 if there is any reason why the Articles will not be filed immediately.

Sincerely,

Amy J. Galloway
Amy J. Galloway

Enclosures

FILED
56 JUN 28 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1601 Middle River Drive, Fort Lauderdale, Florida 33305
Telephone (954) 564-5784 • Telecopier (954) 782-5702

17.02-96
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ARTICLES OF INCORPORATION
OF
DUKE, MULLIN & GALLOWAY, P.A.

FILED
96 JUN 28 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a Professional Service Corporation for the purpose hereinafter stated, pursuant to the laws of Florida, hereby certifies as follows:

Article I

Name

The name of the corporation is Duke, Mullin & Galloway, P.A.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The general nature of the business to be transacted by the corporation shall be and is to engage in the practice of law through a person or persons qualified to practice law in the State of Florida. The professional services involved in the corporation's practice of law may be rendered

only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

The Corporation shall not engage in any other business other than the practice of law. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for rendering of the professional services authorized hereby.

Article IV

Address

The principal place of business of this corporation shall be: 1601 Middle River Drive, Fort Lauderdale, Florida 33305.

The mailing address of this corporation shall be: 1601 Middle River Drive, Fort Lauderdale, Florida 33305.

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1601 Middle River Drive, Fort Lauderdale, Florida 33305, and the name of the initial registered agent of this corporation at the address is Amy J. Galloway. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is: Amy J. Galloway, 1601 Middle River Drive, Fort Lauderdale, Florida 33305.

Article VIII

Powers

The corporation shall have all of the corporate powers conferred upon corporations engaged in the practice of law in the State of Florida.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending civil

or criminal proceedings, 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, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. 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. The indemnification provided herein 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, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The 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.

Article XI

Bylaws

The 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 shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Amy J. Galloway
Amy J. Galloway
Sole Incorporator

DATED: this 24th day of June, 1996

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Duke, Mullin & Galloway, P.A., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Amy J. Galloway
Amy J. Galloway

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FILED
96 JUN 28 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA