RAMEY & KemPNER, P.A.
(Proposed corporate name - must include suffix)

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

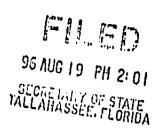
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NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

of

RAMEY & KEMPNER, P.A.



The undersigned incorporator(s), for the purpose of forming a corporation under the Professional Service Corporation and Limited Liability  $\Lambda$ ct, hereby adopt(s) the following  $\Lambda$ rticles of Incorporation.

#### ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

RAMEY & KEMPNER, P.A.

#### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The corporation is organized for the purpose of rendering professional legal services to the public.

### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue two thousand shares (2000) of one Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares".

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME: Cliff A. Ramby

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

The principle office and mailing address of the corporation is:

NAME: RAMEY & KEMPNER, P.A.

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

# ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: Cliff A. Ramey

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

NAME: William A. Kempner

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

### ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Cliff A. Ramey

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

NAME: William A. Kempner

ADDRESS: 1401 Manatee Ave. W., Suite 310

CITY: Bradenton, STATE: Florida ZIP: 34205

In witness whereof, the undersigned incorporator(s) have executed these Articles of Incorporation this 8th day of August, 1996.

LIFF (A RAME)

William A. Kempner

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is: RAMEY & KEMPNER,	RAMEY & KEMPNER, P.A.				
		40 8 051				
2.	The name and address of the registered agent and office is:	The state of the s				
	CLIFF A RAMEY	10 THE PROPERTY OF THE PARTY OF				
	(P.O. BOX OF MAIL DTOP BOX NOT ACCEPTABLE)	310 Br				
	Bradinton, FC 34205					

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

COM GIGNATURE) (DATE)