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EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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NAME: BEST, SHUMINER & LYONS, P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra D. Mortham  
Secretary of State

October 28, 1996

EMPIRE CORPORATE

SUBJECT: DEST, SHUMINER & LYONS, P.A.  
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**ARTICLES OF INCORPORATION  
OF  
BEST, SHUMINER & LYONS, P.A.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

**I.**

The name of the corporation shall be **BEST, SHUMINER & LYONS, P.A.**

**II.**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the business and practice of law to do any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by

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Suite 1206  
Coconut Grove, Florida 33133  
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H96000015143

H96000015143

mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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**III.**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$.01 par value.

**IV.**

The existence of this corporation shall be perpetual.

**V.**

The initial office of this corporation shall be located at 2665 South Bayshore Drive, Suite 1206, Coconut Grove, Florida 33133.

**VI.**

The Board of Directors of this corporation shall consist of not less than one (1) and not more than two (3) members.

**VII.**

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES AMOUNT
JAMES C. BEST	2665 South Bayshore Drive Suite 1206 Coconut Grove, Florida 33133	100
ALAN J. SHUMINER	2665 South Bayshore Drive Suite 1206 Coconut Grove, Florida 33133	100

H96000015143

CHRISTOPHER G. LYONS      2665 South Bayshore Drive      100  
Suite 1206  
Coconut Grove, Florida 33133

## VIII.

The registered agent and the registered office for this corporation are:

VICTOR ROCHA, 2665 South Bayshore Drive, Suite 1206, Coconut Grove, Florida  
33133.

## IX.

The name and address of the incorporator of these Articles of Incorporation is:

ALAN J. SHUMINER, 2665 South Bayshore Drive, Suite 1206, Coconut Grove,  
Florida 33133.

## X.

The officers of the corporation until the first meeting of the corporation Board of  
Directors, or until successors are elected, shall be:

PRESIDENT	JAMES C. BEST
VICE-PRESIDENT	ALAN J. SHUMINER
SECRETARY	CHRISTOPHER G. LYONS
TREASURER	CHRISTOPHER G. LYONS

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## XI.

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made Initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
VICTOR ROCHA

## XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 22 day of October, 1996.

  
ALAN J. SHUMINER, Incorporator

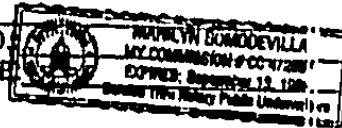
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STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 22 day of October, 1996, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared ALAN J. SHUMINER, who is personally known to me, or who produced \_\_\_\_\_ as identification.

*Maia Bonadevilla*  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
PRINT NAME:  
COMMISSION NO.  
EXPIRATION DATE



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