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HENLEY & BRADHAM, P.A.

ATTORNEYS AT LAW

322 HANSEN BOULEVARD  
WEST PALM BEACH, FLORIDA 33401

V. TED BRADHAM  
RANDALL W. HENLEY \*

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\* LICENSED IN FLORIDA  
AND ARKANSAS

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

RE: RANDALL W. HENLEY, P.A.

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-11/05/96--01023--010  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herein is the original and one copy of the  
Articles of Incorporation for the above referenced corporation,  
along with a check for \$122.50.

Please return a certified copy to the attention of the  
undersigned.

Thank you for your cooperation.

Very truly yours,  
Randall W. Henley

FILED  
STATE  
SECRETARY OF  
CORPORATIONS  
NOV 14 1996  
TALLAHASSEE, FL

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STATE  
CORPORATIONS  
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## ARTICLES OF INCORPORATION

OF

RANDALL W. HENLEY, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

### ARTICLE I

#### Name

The name of this corporation shall be and is Randall W. Henley, P. A.

### ARTICLE II

#### Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a lawyer, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(c) To invest the funds of this corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(d) To do all and 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 pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

(e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III

#### Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

### ARTICLE IV

#### Existence

This corporation shall have perpetual existence commencing on November 4, 1996.

### ARTICLE V

#### Initial Registered Office and Agent

The name and street address of the initial registered office of this corporation is Randall W. Henley, 12222 Old Country Road, Wellington, FL 33414.

### ARTICLE VI

#### Initial Principal Office

The street address of the initial principal office is 322 Banyan Blvd., West Palm Beach, FL 33401.

## ARTICLE VII

### Stock Transferability

No stockholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a stockholder of a professional service corporation within the laws of the State of Florida.

## ARTICLE VIII

### Stock Ownership

The Board of Directors shall require any officer, stockholder, agent, or employee of this corporation, who has been rendering professional legal services to the public who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in, this corporation forthwith.

## ARTICLE IX

### Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE X

### Initial Directors

The name and street address of each of the first members of the Board of Directors are:

#### Name

#### Address

Randall W. Henley

12222 Old Country Road  
Wellington, FL 33414

All of said directors are of full age and citizens of the United States of America. The aforesaid directors shall hold their respective offices until the first annual meeting of the stockholders or until their successors are elected and have qualified.

## ARTICLE XI

### Subscriber

The name and street address of the subscriber to the Articles of Incorporation, who is a lawyer, duly licensed under the laws of the State of Florida to render services as such is Randall W. Henley, 12222 Old Country Road, Wellington, FL 33414.

## ARTICLE XII

### By-Laws

The by-laws of the corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

## ARTICLE XIII

### Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

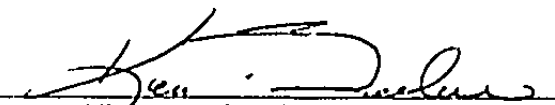
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 20th day of October 1996.

  
RANDALL W. HENLEY

STATE OF FLORIDA           )  
  )  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this 30th day of OCT, 1996,  
personally appeared before me, an officer duly authorized to administer oaths and to take  
acknowledgments, Randall W. Henley, to me well known and known to me to be the person who  
executed the foregoing Articles of Incorporation of Randall W. Henley, P.A., a Florida  
corporation, and acknowledged that he signed and executed the same for the uses and purposes  
therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach,  
Florida, the day and year above written.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



Personally Known

OR \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

FILED  
CLERK OF STATE  
COURT

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 30<sup>th</sup> DAY OF October, 1996

  
\_\_\_\_\_  
RANDALL W. HENLEY