

1/08/97

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NAME: THE MARINO LAW FIRM, P.A.

AUDIT NUMBER.....H97000000227

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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P.02/08



FLORIDA DEPARTMENT OF STATE
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Secretary of State

January 7, 1997

MILAM OTERO LARSEN ET AL

SUBJECT: THE MARINO LAW FIRM, P.A.
REF: W97000000371

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Terri Buckley
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 7, 1997

MILAM OTERO LARSEN ET AL

SUBJECT: THE MARINO LAW FIRM, P.A.
REF: W97000000371

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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Terri Buckley
Corporate Specialist

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STATE
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ARTICLES OF INCORPORATION

OF

The Marino Law Firm, P.A.

The undersigned, for the purpose of forming a professional association for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE

1-1-97

Article I

Name and Principal Address

Section 1.1. **Name**. The name of this professional association is The Marino Law Firm, P.A. The address of the principal office and mailing address of the professional association is: Four Sawgrass Village, Suite 110, Ponte Vedra Beach, FL 32082.

Article II

Duration

Section 2.1. **Duration**. This professional association shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purpose

Section 3.1. **Purposes**. This professional association is organized for the sole and specific purpose of engaging 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 law herein.

This professional association shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this association shall not engage in any business other than the rendering of the professional services described above for which it was organized.

Prepared by Peter O. Larsen, Esq.
Florida Bar No. 0849146
Milam Otero Larson Dawson & Traylor, P.A.
1301 Riverplace Boulevard, Suite 1301
Jacksonville, FL 32207

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It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional association otherwise permitted by law.

Article IV Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this association is authorized to have outstanding at any one time is one hundred (100) shares having \$.01 par value. No person other than one licensed to practice law in the State of Florida shall be a shareholder of this professional association.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this association as they may see fit.

Article V Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional association is c/o Milam Otero Larsen Dawson & Traylor, P.A., 1301 Riverplace Boulevard, Suite 1301, Jacksonville, FL 32207, and the name of the initial registered agent of this association at that address is MOTOLAW, Inc.

Article VI Directors

Section 6.1. Number. This professional association shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The name and street address of the member of the first board of directors of this professional association, who is licensed to practice law in the State of Florida, is:

Name
Francis J. Marino

Address
Four Sawgrass Village
Suite 110
Ponte Vedra Beach, FL 32082

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional association may also serve the association in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this professional association shall be adopted by the director. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this professional association is MOTOLAW, Inc., a Florida corporation, c/o Milam Otero Larsen Dawson & Traylor, P.A., 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

Article IX **Amendment**

Section 9.1. Amendment. This professional association reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the incorporator has executed these Articles on the 1st day
of January, 1997.

MOTOLAW, Inc., a Florida corporation

By: Peter Larsen
Peter O. Larsen, President

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

The Marino Law Firm, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates MOTOLAW, Inc. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be c/o Milam Otero Larsen Dawson & Traylor, P.A., 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

Dated: 1/1/97

Francis J. Marino
By: Francis J. Marino, President

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

Dated: 1/1/97

MOTOLAW, Inc., a Florida corporation
Registered Agent

By: Peter O. Larsen
Peter O. Larsen, President

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