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JANUARY 16, 1997

VIA OVERNIGHT

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DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32301

RE: FILING FOR A NEW CORPORATION  
CORPORATE NAME: RANDY E. MERRILL, ESQ., P.A.

DEAR FILING OFFICER,

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND REGISTERED AGENT'S APPOINTMENT AND ACCEPTANCE FOR THE ABOVE NEW CORPORATION. PLEASE FILE THESE UPON RECEIPT AND SEND A FILE STAMPED COPY TO ME AT THE ABOVE ADDRESS.

YOU MAY CONTACT ME AT THE ABOVE NUMBER IF YOU HAVE ANY QUESTIONS. I THANK YOU IN ADVANCE FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY,

*Randy E. Merrill*  
RANDY E. MERRILL

ENCLOSURE

REM/SMF

FILED  
97 JAN 17 PM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/23/97  
M

ARTICLES OF INCORPORATION  
OF  
RANDY E. MERRILL, ESQ., P.A.

FILED  
97 JAN 17 PM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

THE NAME OF THIS CORPORATION SHALL BE:

RANDY E. MERRILL, ESQ., P.A.

ARTICLE II  
DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III  
PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF A LAW PRACTICE AND  
FOR THE PURPOSE OF TRANSACTING ANY AND ALL OTHER LAWFUL BUSINESS.

ARTICLE IV  
CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$1.00 PAR  
VALUE COMMON STOCK.

ARTICLE V  
PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS  
CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY  
HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE (AS NEARLY AS

MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS 2430 SHADOWLAWN DRIVE, SUITE 18, NAPLES, FLORIDA 34112, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RANDY E. MERRILL.

#### ARTICLE VII

##### PRINCIPAL OFFICE

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE IS 2430 SHADOWLAWN DRIVE, SUITE 18, NAPLES, FLORIDA 34112.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS: RANDY E. MERRILL, 2430 SHADOWLAWN DRIVE, SUITE 18, NAPLES, FLORIDA 34112.

#### ARTICLE IX

##### INCORPORATOR

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THE CORPORATION IS: RANDY E. MERRILL.

**ARTICLE X**  
**GENERAL PROVISIONS**

(A) THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT WHATSOEVER.

(B) SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE, THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS CAPITAL STOCK IN LIEU OF CASH, AT A JUST VALUATION TO BE FIXED BY ITS BOARD OF DIRECTORS.

(C) A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW, LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

(D) THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

IN WITNESS WHEREOF, THE UNDERSIGNED, RANDY E. MERRILL, HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND

PURPOSES AFORESAID, ON THIS 16<sup>TH</sup> DAY OF JANUARY, 1997.

  
RANDY E. MERRILL

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 16<sup>TH</sup> DAY  
OF JANUARY, 1997, BY RANDY E. MERRILL, WHO IS PERSONALLY KNOWN TO ME  
AND WHO DID TAKE AN OATH.

  
RUTH C. SAMUELSON



RUTH C. SAMUELSON  
My Commission CC828407  
Expires Feb. 04, 2000



AGENT'S APPOINTMENT AND ACCEPTANCE

I, RANDY E. MERRILL, THE INCORPORATOR OF RANDY E. MERRILL, ESQ.,  
P.A., DO HEREBY UNANIMOUSLY APPOINT RANDY E. MERRILL, REGISTERED AGENT,  
FOR SERVICE OF PROCESS OF RANDY E. MERRILL, ESQ., P.A.

*Randy E. Merrill*  
RANDY E. MERRILL

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 16<sup>TH</sup>  
DAY OF JANUARY, 1997 BY RANDY E. MERRILL, WHO IS PERSONALLY KNOWN AND  
WHO DID TAKE AN OATH.



RUTH C. SAMUELSON  
My Commission OC528407  
Expires Feb. 04, 2000

*Ruth C. Samuelson*  
RUTH C. SAMUELSON

I, RANDY E. MERRILL, HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT  
FOR SERVICE OF PROCESS.

*Randy E. Merrill*  
RANDY E. MERRILL

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 16<sup>TH</sup> DAY  
OF JANUARY, 1997 BY RANDY E. MERRILL WHO IS PERSONALLY KNOWN TO ME  
AND WHO DID TAKE AN OATH.



RUTH C. SAMUELSON  
My Commission OC628407  
Expires Feb. 04, 2000

*Ruth C. Samuelson*  
RUTH C. SAMUELSON