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CERTIFICATE AND ARTICLES OF INCORPORATION  
OF  
SUAREZ AND WARDELL, P.A.

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The undersigned persons, having the age of eighteen (18) years or more and having been duly licensed to practice law under the laws of the State of Florida, associate themselves for the purpose of forming a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida and do hereby adopt the following Certificate and Articles of Incorporation.

1. **Name.** The name of this corporation is Suarez and Wardell, P.A.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not limited thereof, the purpose of: The Practice of Law.

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. **Duration.** The duration of this corporation shall be for inperpetuity.
4. **Statutory Agent.** The corporation appoints Eduardo A. Suarez, who is a bona fide resident of Florida. This appointment may be revoked at any time in accordance with the rules of the State of Florida.
5. **Registered Place of Business.** The initial registered place of business shall be:

Street Address: 606 E. Madison Av., Suite 2001, Tampa, Florida 33602.

#2001

Mailing Address: 606 E. Madison Av., Tampa, Florida 33602.

Copies of all corporate records shall be kept at the registered place of business.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of two people, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Eduardo A. Suarez, 4206 Obispo St., Tampa, Florida 33629.

James A. Wardell, 202 S. Matanzas St., Tampa, Florida 33609.

7. **Amendment of Bylaws.** Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The names and addresses of the undersigned incorporator is:

Eduardo A. Suarez, 4206 Obispo St., Tampa, Florida 33629.

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Commencing Business.** The minimum amount of capital with which the corporation shall commence business is zero (\$0.00) dollars.

10. **Capital Stock.** The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be ten-thousand (10,000) shares with a par value of one dollar (\$1.00) per share.

The shareholders of the corporation at any duly constituted meeting may, by resolution having

unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, places such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified, only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in every shareholder, his heirs, assigns and personal representatives.

11. **Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

Other preemptive rights adopted by this corporation are as follows: None.

No other preemptive rights will be amended into the Certificate and Articles of Incorporation without unanimous vote of the stockholders.

12. **Other Provisions.** There are no other provisions.

13. **Additional Articles.** The corporation adopts the following additional articles, as required by the laws of this state:

None.

14. **Statutory Agent Verification.** Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with

the laws of this state.

The Statutory Agent can be reached at the following address:

606 E. Madison Av., Suite 2001, Tampa, Florida 33602.

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Dated: March 6, 1997



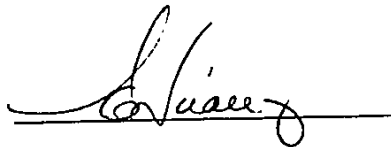
Signature of Statutory Agent

IN WITNESS WHEREOF, the following incorporator have signed these Articles of Incorporation, intending that they become effective as of this date: March 6, 1997.

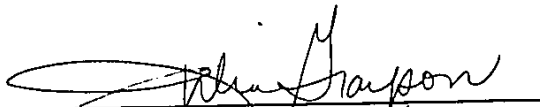
Printed Name

Signature

Eduardo A. Suarez



THE AFORESIGNED, Eduardo A. Suarez, having shown a Florida driver's license as proof of identification, has SWORN TO AND SUBSCRIBED before me, this 6<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC *Julia Grayson*  
STATE OF FLORIDA

My Commission Expires:



Julia Grayson  
My Commission CC600801  
Expires November 11, 2000