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**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 302735 9955A

AUTHORIZATION : *Patricia* *Levi*

COST LIMIT : \$ 122.50

ORDER DATE : March 21, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 302735-005

000002120470--6

CUSTOMER NO: 9955A

CUSTOMER: Mr. Paul M. Guntharp  
CHIUMENTO GUNTHARP EMERY &  
ROtenberg, P.A.  
Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

**DOMESTIC FILING**

NAME: GUNTHARP & ASSOCIATES, P.A.

**EFFECTIVE DATE:**

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith  
EXAMINER'S INITIALS:

K.R. MAR 24 1997

FILED  
RECEIVED  
97 MAR 21 1983 23  
97K1321 APR 1 1983  
STOCKTON, CALIFORNIA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
GUNTHARP & ASSOCIATES, P.A.

87 MAR 21 1983  
SHERIFF'S OFFICE  
TRAILER PARK, FLORIDA  
FILED

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GUNTHARP & ASSOCIATES, P.A.

ARTICLE II. NATURE OF BUSINESS

The purposes for which this corporation is initially organized are to engage in every phase and aspect of the general practice of law, rendering the same professional services to the public that a lawyer, duly licensed under Florida laws is authorized to render, but such services will be rendered only through the corporation's officers, employees, and agents who are duly authorized under Florida laws to practice law; and to engage in every and any aspect and phase of any and every lawful business which professional service corporations practicing law may engage in under the Florida Professional Service Corporation Act, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. No person shall acquire stock in this corporation unless such person shall be a licensed attorney licensed to practice law in the State of Florida, but this provision shall not prevent the personal representative of a deceased stockholder or the guardian of an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of to an attorney licensed to practice law in the State of Florida.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 2030 S. Central Avenue, Flagler Beach, FL 32136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul M. Guntharp, Jr.	2030 S. Central Avenue Flagler Beach, FL 32136

### ARTICLE IX. INCORPORATOR

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Paul M. Guntharp, Jr.	2030 S. Central Ave. Flagler Beach, FL 32136

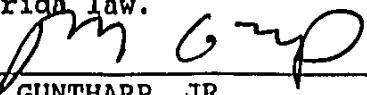
### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

### ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Paul M. Guntharp, Jr., Esquire, 2030 S. Central Avenue, Flagler Beach, Florida 32136, to accept service of process within this State as to this corporation. The Registered Agent and office of

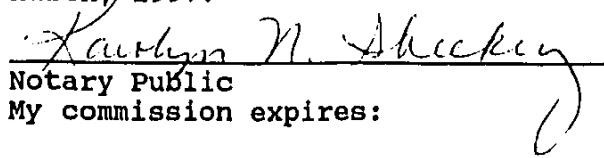
the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

  
PAUL M. GUNTHARP, JR.

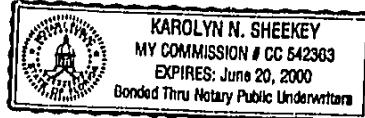
STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared PAUL M. GUNTHARP, JR., to me personally known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 20 day of March, 1997.

  
Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

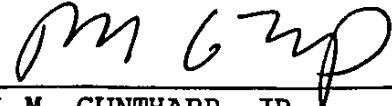
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT GUNTHARP & ASSOCIATES, P.A., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 2030 S. CENTRAL AVENUE, FLAGLER  
BEACH, FLORIDA 32136, HAS NAMED PAUL M. GUNTHARP, JR., ESQUIRE,  
2030 S. CENTRAL AVENUE, FLAGLER BEACH, STATE OF FLORIDA, 32136 AS  
ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
PAUL M. GUNTHARP, JR.

DATE: March 20, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
PAUL M. GUNTHARP, JR.

REGISTERED AGENT

DATE: March 20, 1997

97 MAR 21 AM 10:23

SEARCHED INDEXED  
TALLAHASSEE, FLORIDA

FILED