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NAME: CAROL L. GRANT, P.A.

AUDIT NUMBER.....H97000009290

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1997

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SUBJECT: CAROL L. GRANT, P.A.
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FAX Aud. #: H97000009290
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ARTICLES OF INCORPORATION OF CAROL L. GRANT, P.A.

The undersigned, acting as incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Carol L. Grant, P.A. The principal place of business and mailing address of this corporation is:

2750 N.E. 187th Street
Aventura, FL 33180

2. The period of duration of the corporation is perpetual.

3. The general purposes for which the corporation is organized are:

a. To engage in the practice of law.

b. To transact any other lawful business for which corporations may be incorporated under the laws of the State of Florida or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

4. The aggregate number of shares that the corporation shall have authority to issue is Five Hundred (\$500) shares of Capital Stock. Such shares shall be of single class and shall have a par value of One Dollar (\$1.00) per share. The holders of the outstanding capital stock of the corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

5. The street address of the initial registered office of the corporation is 1951 N.W. 141 Street, Bay 48, Opa-locka, Florida 33054 and the name of its initial registered agent at such address is Delroy Johnson.

6. The business of the corporation shall be managed and conducted by a board of directors of not less than one nor more than that number of directors provided for in the bylaws. The board of directors shall be elected in the manner set forth in the bylaws. The board of directors shall be elected in the manner set forth in the bylaws and need not be shareholders of the corporation.

Prepared by:
Carol L. Grant
820 N.E. 124th Street
North Miami, FL 33161
305-622-9507
Fla. Bar No. 0109916

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7. The names and addresses of the persons who shall serve as the initial directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are:

Name: Carol L. Grant
Address: 820 N.E. 124th Street
North Miami, FL 33161

8. The names and addresses of the initial incorporators, are:

Name: Carol L. Grant
Address: 820 N.E. 124th Street
North Miami, FL 33161

9. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, a par value thereof, a pro rata portion of such of the shares of the stock of the corporation as may be issued or sold for money, property or services, from time to time, and whether or not of unissued authorized shares as provided for in the original articles of incorporation or any amendment thereto or out of stock acquired by the corporation after issuance thereof.

10. An affirmative vote of 51% of all issued shares of the corporation shall be required for any shareholder action.

11. An affirmative vote of 51% of the board of directors shall be required for any action of the board of directors.

12. The corporation shall have and exercise all powers now or hereafter conferred by the laws of the State of Florida upon corporations.

13. In the event a shareholder desires to sell his or her shares of stock, same must first be offered for sale to the remaining shareholders upon the same price, terms and conditions as offered to a third party. This restriction shall not apply in the event the shareholder is a natural person and intends to sell or transfer his or her shares to an immediate member of the shareholders family. Nor shall this restriction apply to a corporate shareholder in the event said corporate shareholder intends to sell or transfer its shares to its own shareholders.

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14. The corporate existence shall commence upon the date of subscription and acknowledgement of the articles on incorporation are filed by the Department of State within 5 (five) days, exclusive of legal holidays, after such date. Otherwise, corporate existence shall commence upon the filing of the articles of incorporation by the Department of State.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation this 5th day of June 1997.

Carol L. Grant
Carol L. Grant

STATE OF FLORIDA
COUNTY OF DADE

Before me the undersigned authority, personally appeared Carol L. Grant who is to me well known to be the person(s) described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade in said county and State this 5th day of June 1997.

My commission expires:

James H. [Signature]
06-05-97 NOTARY PUBLIC
STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

- 1. The name of the corporation is: Carol L. Grant, P.A.
- 2. The name and address of the registered agent office is:
Delroy Johnson
1951 N.W. 141 Street, Bay 48, Opa-lacka, Florida, 33054

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

Delroy Johnson
(Signature)

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