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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 443635 7131646

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : June 26, 1997

ORDER TIME : 12:51 PM

ORDER NO. : 443635-005

CUSTOMER NO: 7131646

CUSTOMER: David B. Van Kleeck, Esq  
DAVID B. VAN KLEECK  
PA  
980 N. Federal Hwy  
Suite 440  
Boca Raton, FL 33432

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-06/27/97--01001--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

DOMESTIC FILING

NAME: VIRGINIA M. WETHERALD, 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: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
97 JUN 26 AM 9:17  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 26 PM 3:26  
DIVISION OF CORPORATION

ON JUN 27 1997

6

EFFECTIVE DATE  
6/23/97

FILED

97 JUN 26 AM 9:17

ARTICLES OF INCORPORATION

OF

✓ SEVEN STATE  
TALLAHASSEE, FLORIDA

VIRGINIA M. WETHERALD, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is VIRGINIA M. WETHERALD, P.A.

ARTICLE II. DURATION

The existence of this corporation shall commence on June 23, 1997, and thereafter this corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in the practice of the profession of public accounting and in the transaction of any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each share having a

par value of One Dollar (\$1.00). The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to these Articles of Incorporation.

ARTICLE V. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 8476 75th Court, Vero Beach, Florida 32967.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 3001 Calcutta Drive, Vero Beach, Florida 32960, and the name of the corporation's initial registered agent at that address is DAVID B. VAN KLEECK.

The Board of Directors may from time to time move the registered office to any other place in Florida, or designate another registered agent.

ARTICLE VII. DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one director. The name and address of the initial director are:

VIRGINIA M. WETHERALD  
8476 75th Court  
Vero Beach, FL 32967

**ARTICLE VIII. INCORPORATOR**

The name and address of the person signing these Articles  
is:

DAVID B. VAN KLEECK  
3001 Calcutta Drive  
Vero Beach, FL 32960

**ARTICLE IX. INDEMNIFICATION**

The corporation may indemnify and hold harmless its directors, officers, employees, agents or former directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

**ARTICLE X. BYLAWS**

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be repealed or amended, and new bylaws adopted, by either the Board of Directors or the shareholders.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed the foregoing Articles of Incorporation this 24<sup>th</sup>  
day of June, 1997.

David Van Kleeck  
DAVID B. VAN KLEECK

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH   )

The foregoing Articles of Incorporation were acknowledged  
before me this 24 day of June, 1997, by DAVID B. VAN KLEECK,  
who is personally known to me or who has produced his driver's  
license as identification.

Joan M. Comella  
NOTARY PUBLIC

My commission expires:



Joan M. Comella  
MY COMMISSION # CC632115 EXPIRES  
March 23, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.

David B. Van Kleeck  
DAVID B. VAN KLEECK

FILED  
91 JUN 26 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA