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W. Morgan Speer

Attorney at Law

18 Via de Casas Lux Number 202

Boynton Beach, Florida

Telephone (561)733-8184

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August 16, 1997

VIA U.S. MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/18/97--01050--004
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for W. Morgan Speer, P.A., and a check in the amount \$70.00 covering the fees for filing.

If you have any questions about this matter, please contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS:cs

*Dmc
8/19/97*

FILED
97 AUG 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 AUG 18 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W. MORGAN SPEER, P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation shall be W. Morgan Speer, P.A. The mailing address of this Corporation shall be 18 Via De Casas Sur, Number 202, Boynton Beach, FL 33426.

ARTICLE II

The purpose of this Corporation and the general nature of its business are as follows:

- (a) To engage in the practice of law as a professional corporation and to provide services incident thereto.
- (b) To own property, enter into contracts and carry on any activity

necessary or incidental to the accomplishment or furtherance of rendering professional legal services.

(c) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees, and agents who are licensed or otherwise legally authorized to render professional legal services in the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida or otherwise legally authorized to practice law in the State of Florida.

ARTICLE IV

The term of existence of this Corporation is perpetual.

ARTICLE V

The name and address of the person signing these Articles of

Incorporation as incorporator, who is duly licensed in the State of Florida to practice law is:

W. Morgan Speer
18 Via De Casas Sur, Number 202
Boynton Beach, FL 33426

ARTICLE VI

The street address of this Corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer, Esquire
18 Via De Casas Sur, No. 202
Boynton Beach, FL 33426

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VII

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of this Corporation unless the person is duly licensed to practice law in the State of Florida or otherwise legally authorized to practice law in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the persons who are to serve as the members of the initial Board of Directors are as follows:

NAME:

W. Morgan Speer

ADDRESS:

18 Via De Casas Sur, No. 202
Boynton Beach, FL 33426

ARTICLE VIII

No shareholder may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a shareholder of this Corporation under Florida law.

ARTICLE IX

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services for this Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then this Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in this Corporation.

ARTICLE X

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

WITNESS the hand and seal of the said incorporator this 16th day of

August, 1997.

W. Morgan Speer
W. Morgan Speer

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

In pursuance of Chapter 48.091, Florida Statutes, the following
submitted, in compliance with said Act: That W. Morgan Speer, P.A., desiring
to organize under the laws of the State of Florida with its principal office in the
County of Palm Beach, State of Florida, has named W. Morgan Speer, Attorney at
Law, located at 18 Via De Casas Sur, Number 202, Boynton Beach, FL 33426 as its
agent to accept service of process within this State.

Having been named to accept service of process for the above stated
Corporation, at the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.

W. Morgan Speer
W. Morgan Speer, Registered Agent

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