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MEMBER OF FLORIDA & NEW YORK BARS

WARREN MAMBERG
OF COUNSEL
MEMBER OF NEW YORK BAR

September 25, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Incorporation for Professional Corporation
Of James N. Reyer, P.A.

To Whom It May Concern:

Enclosed is one original and one (1) copy of the Articles of Incorporation of the above referenced corporation and a check for \$70.00 for the following:

\$35.00 = Filing Fee
\$35.00 = Registered Agent Fee


Please return a stamped copy and the receipt to:

James N. Reyer, Attorney at Law
5301 N. Federal Hwy., Ste. 200
Boca Raton, FL 33487
(561) 241-9003

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Thank you for your cooperation in this matter. If you have any further questions in this matter, please do not hesitate to contact this office.

Very truly yours,


James N. Reyer

enc.

JR/lsr

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
OF
JAMES N. REYER, P.A.**

THE UNDERSIGNED natural person, competent and licensed to practice Law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

Name of Corporation

The name of this corporation shall be:

JAMES N. REYER, P.A.

ARTICLE II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of Law, and all its fields of specializations, as are engaged in by Attorneys in the State of Florida;
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of

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the State of Florida.

ARTICLE III.

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV.

Duration

The corporation shall have perpetual existence.

ARTICLE V.

Office and Registered Agent

The address of this corporation's initial registered office is 5301 North Federal Highway, Suite 200, Boca Raton, Florida 33487 and the name of its initial registered agent at said address is James N. Reyer.

ARTICLE VI.

Incorporator

The name and address of the Incorporator is James N. Reyer with an address of 5301 North Federal Highway, Suite 200, Boca Raton, Florida 33487.

ARTICLE VII.

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

James N. Reyer
5301 North Federal Highway, Suite 200
Boca Raton, Florida 33487

ARTICLE VIII.

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX.

Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI.

Indemnification:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

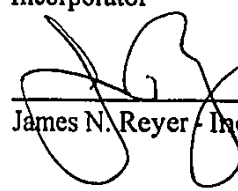
ARTICLE XII.

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 22nd day of September, 1997.

Incorporator


James N. Reyer - Incorporator

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on September 22, 1997 by James N. Reyer, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation.


Notary Public




**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

JAMES N. REYER, P.A. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named James N. Reyer, with an address of 5301 North Federal Highway, Suite 200, City of Boca Raton, County of Palm Beach, State of Florida 33487 as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


James N. Reyer - Registered Agent

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