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**ARTICLES OF INCORPORATION  
OF  
FRANK S. PALEN, PROFESSIONAL ASSOCIATION**

**FILED**  
97 OCT 15 PM 1:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, and an attorney duly licensed to render professional services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act (Chapter 621, Florida Statutes), and other laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Corporation is **FRANK S. PALEN, PROFESSIONAL ASSOCIATION** (hereafter the "Corporation").

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

A. The Corporation is organized for the sole purpose of transacting every phase and aspect of the practice of law only through officers, directors, managers, agents or employees who are qualified to render legal services in the State of Florida. Such persons shall render legal services in accordance with the Rules Regulating the Florida Bar promulgated by the Supreme Court of the State of Florida. The Corporation shall at all times comply with standards of professional conduct promulgated by such court.

B. The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding paragraph III.A.

Articles of Incorporation  
Frank S. Palen, P.A.

C. The Corporation may own real and personal property necessary for the rendering of professional legal services, and to invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment.

D. The Corporation may do anything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry out any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

E. The Corporation may enter into, for the benefit of its employees, one or more of the following: (1) pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plans.

F. The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

#### **ARTICLE IV.** **CAPITAL STOCK**

This Corporation is authorized to issue a maximum of one hundred (100) shares of \$1 par value common stock. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render legal services in the State of Florida.

Articles of Incorporation  
Frank S. Palen, P.A.

**ARTICLE V**  
**INITIAL CAPITAL**

The initial amount of capital with which the Corporation will begin business is \$100.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 224 Cornell Drive, Lake Worth, Florida 33460, and the name of the initial registered agent of this Corporation at that address is Frank S. Palen.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner established in the By-laws, provided that there shall always be at least one director. The name and address of the initial director of this Corporation is:

Frank S. Palen  
224 Cornell Drive  
Lake Worth, Florida 33460

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator hereof is:

Frank S. Palen  
224 Cornell Drive  
Lake Worth, Florida 33460

Articles of Incorporation  
Frank S. Palen, P.A.

### **ARTICLE IX** **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, the Florida Professional Service Corporation and Limited Liability Company Act, and all other corporate powers available by law.

### **ARTICLE X** **INDEMNIFICATION**

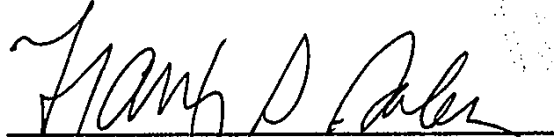
This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

### **ARTICLE XI** **AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is and shall be subject to this reservation.

Articles of Incorporation  
Frank S. Palen, P.A.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 13<sup>th</sup> day of October, 1997.



Frank S. Palen  
Florida Bar No. 0814865

STATE OF FLORIDA

)

ss.

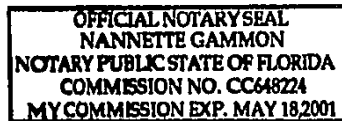
COUNTY OF PALM BEACH

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BEFORE ME, the undersigned authority, personally appeared Frank S. Palen,  
to me well known, and known to me to be the individual described in and who executed  
the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and official seal this 13<sup>th</sup> day of October, 1997.

(Notary Seal)



NOTARY PUBLIC

Nannette Gammon

State of Florida

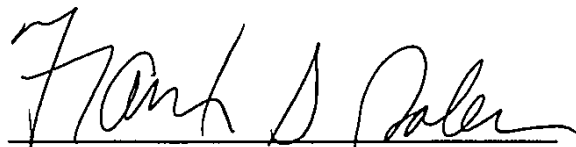
My Commission Expires:

Articles of Incorporation  
Frank S. Palen, P.A.

**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:**

THAT FRANK S. PALEN, P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 224 CORNELL DRIVE, LAKE WORTH, STATE OF FLORIDA,  
33460 HAS NAMED FRANK S. PALEN, 224 CORNELL DRIVE, LAKE WORTH,  
STATE OF FLORIDA, 33460 AS HIS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

FRANK S. PALEN, P.A.



BY: FRANK. S. PALEN  
President

Dated: 10/13/97

FILED  
97 OCT 15 PM 1:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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Frank S. Palen, P.A.

### ACKNOWLEDGMENT OF RESIDENT AGENT

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.

  
FRANK S. PALEN

Dated: 10/13/97

FILED  
OCT 15 PM 1:01  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

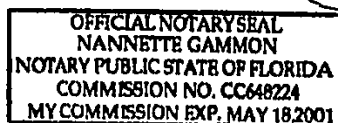
ss.


COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared Frank S. Palen, to me well known, and known to me to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 13<sup>th</sup> day of October, 1997.

(Notary Seal)



  
NOTARY PUBLIC  
State of Florida  
My Commission Expires: 