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NAME: MICHAEL F. GUILFORD, P.A.
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ARTICLES OF INCORPORATION
OF
MICHAEL F. GUILFORD, P.A.

The undersigned incorporator, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

MICHAEL F. GUILFORD, P.A.

ARTICLE II

Purpose

The corporation is organized for the purpose of practicing the profession of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida. The corporation shall not engage in any business other than the practice of law, but may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Subject to the foregoing, the corporation shall have all corporate powers permitted under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 193056

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ARTICLE III

Authorized Capital; Ownership

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice law in this State;
or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

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No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IV

Address

The principal office and mailing address of the corporation is 8603 So. Dixie Highway, Suite 315, Miami, Florida 33143.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit, Esq.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise,

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provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation are: Donald E. Kubit, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

ARTICLE VIII

Initial Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the By-Laws adopted by the stockholders. The name and address of the initial director of this corporation who, unless otherwise provided by the Articles of Incorporation or By-Laws, shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, are:

Michael F. Guilford
8603 So. Dixie Highway, Suite 315,
Miami, Florida 33143.

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The duties of and manner of electing directors shall be as set forth in the By-Laws of the corporation.

At any time after incorporation the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE IX

Initial Officers


The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualification, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President, Secretary
and Treasurer

Michael F. Guilford
8603 So. Dixie Highway
Suite 315
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 1997.


Donald E. Kubitz

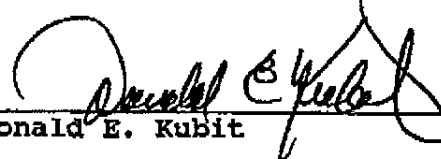
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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Donald E. Kubit

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