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FLORIDA DIVISION OF CORPORATIONS

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NAME: SONNEBORN RUTTER COONEY KLINGENSMITH & EYLER
AUDIT NUMBER.....H97000021132
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**ARTICLES OF INCORPORATION
OF**

SONNEBORN RUTTER COONEY KLINGENSMITH & EYLER P.A.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

Sonneborn Rutter Cooney Klingensmith & Eyler P.A.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

1545 Centrepark Drive No.
West Palm Beach, Florida 33401-7414

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$1.00 par value.

H97000021132
Domenick R. Lioce, Esq. (FL Bar No. 284556)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
(561) 686-3307

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1545 Centrepark Drive No.
West Palm Beach, Florida 33401-7414

The name of the initial registered agent of this Corporation at that address shall be:

R. William Rutter, Jr.

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Domenick R. Lioce

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

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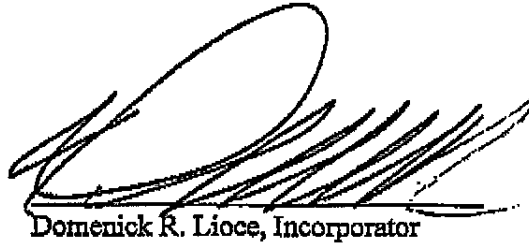
ARTICLE VII

DIRECTORS

The name and addresses of the individuals who are to serve as the initial directors of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Barbara W. Sonneborn	1545 Centrepark Drive No. West Palm Beach, Florida 33401
R. William Rutter, Jr.	1545 Centrepark Drive No. West Palm Beach, Florida 33401
Mark W. Klingensmith	1545 Centrepark Drive No. West Palm Beach, Florida 33401
Bonnie Eyler	1545 Centrepark Drive No. West Palm Beach, Florida 33401
Rosemary Cooney	1545 Centrepark Drive No. West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of December, 1997.



Domenick R. Lioce, Incorporator

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DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Sonneborn Rutter Cooney Klingensmith & Byler P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1545 Centrepark Drive, No. West Palm Beach, Florida 33401-7414, has named R. William Rutter, Jr. located thereat as its registered agent to accept service of process within this State.

By: 

Domenick R. Lioce Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

R. William Rutter, Jr., Registered Agent

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