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NAME: WILLIAM W. DEEM, P.A.

AUDIT NUMBER.....H98000000237

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**ARTICLES OF INCORPORATION
OF
WILLIAM W. DEEM, P.A.**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

EFFECTIVE DATE
1-2-98

- A. The name of this corporation shall be William W. Deem, P.A.
- B. The principal office of this corporation shall be 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.
- C. The mailing address of this corporation shall be 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

**ARTICLE II
PURPOSE**

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.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service 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 become a partner in McGuire, Woods, Battle & Boothe LLP or any successor thereto.

Prepared by Haleyon E. Skinner, Esq.
McGuire Woods Battle & Boothe LLP
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202
(904) 354-1100
Florida Bar No. 0169598

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F. 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 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 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. Share of the corporation's stock and certificates shall be issued only to an attorney 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. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V REGISTERED AGENT

The address of this corporation's initial registered office is 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202 and the name of its initial registered agent at said address is William W. Deem.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is as follows: William W. Deem, 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

ARTICLE VII BOARD OF DIRECTOR

The corporation shall have a Board of Director consisting of one person. The Board of Director is specifically authorized to make provision for reasonable compensation to its member for his or her services as a director, and to fix the basis and conditions upon which such compensation shall be paid. The name and address of the initial Director of this corporation is:

William W. Deem
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202

ARTICLE VIII INFORMAL SHAREHOLDER ACTION

Any action of the shareholder may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the shareholder at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX INFORMAL DIRECTOR ACTION

If the Director consents in writing to any action taken or to be taken by the corporation, and the writing evidencing the Director's consent is 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 Director.

ARTICLE X INDEMNIFICATION

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

ARTICLE XI BYLAW AMENDMENT

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

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ARTICLE XII
RESTRAINT ON ALIENATION OF SHARES; OTHER LIMITATION

No shareholder of this corporation may sell, hypothecate or otherwise transfer his or her shares except to another individual who is eligible to be a shareholder of this corporation and is a partner in McGuire, Woods, Battle & Boothe LLP. The corporation shall not (i) employ any person or entity other than William W. Deem or (ii) delegate or otherwise assign to any person or entity, other than William W. Deem, any right or obligation of the corporation contained in the partnership agreement of McGuire, Woods, Battle & Boothe LLP or any successor thereto. In addition, William W. Deem shall not (i) allow any person or entity, other than William W. Deem, to act as a director, officer, or manager of the corporation, (ii) sell, transfer or encumber, or otherwise permit any other person or entity, other than William W. Deem, to own as a shareholder, member or otherwise, any interest in the corporation, or (iii) enter into any type of agreement vesting another person or entity with the authority to exercise voting power in the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 5th day of January, 1998.

William W. Deem
William W. Deem
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

William W. Deem
William W. Deem
Registered Agent

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