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January 15, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: JAMES D. SMITH, P.A.

Gentlemen:

EFFECTIVE DATE

01-15-98

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to JAMES D. SMITH, P.A.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

J. D. SMITH GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORP. NAME  
DATE 1-21-98

Very truly yours,

J. D. Smith

JDS  
F:\USERS\JDS\SP\ADV corp  
DOC EXAM QN

FILED  
98 JAN 20 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 1-21-98

**ARTICLES OF INCORPORATION**  
**OF**  
**JAMES D. SMITH, P.A.**

**FILED**  
**98 JAN 23 PM 2:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**EFFECTIVE DATE**

01-15-98

**NAME OF CORPORATION**

The name of the corporation shall be JAMES D. SMITH, 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 related services necessary and incidental thereto, and all its fields of specialization, as are engaged in by duly authorized and licensed attorneys within the State of Florida.

B. To engage 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 service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions 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 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 10,000 shares of common stock at \$0.10 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 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.

#### **ARTICLE IV**

#### **DURATION**

This corporation shall exist perpetually, commencing upon the date of subscription of these Articles of Incorporation.

#### **ARTICLE V**

#### **REGISTERED AGENT**

The address of this corporation's initial registered office is 1316 E. Jordan Street, Pensacola, FL 32503 and the name of its initial registered agent at said address is J. D. Smith.

#### **ARTICLE VI**

#### **INCORPORATOR**

The name and address of the incorporator is J. D. Smith, 1316 E. Jordan Street, Pensacola, FL 32503.

#### **ARTICLE VII**

#### **BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one(1) person. The number of Directors may be increased from time to time by a resolution of the majority of the Stockholders. The name and address of the initial Director of this corporation is: J. D. Smith, 1316 E. Jordan Street, Pensacola, FL 32503.

## **ARTICLE VIII**

### **INFORMAL ACTION OF SHAREHOLDERS**

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 corporation records.

## **ARTICLE IX**

### **SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, stockholder, 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 Shareholders, 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 ACTION OF DIRECTORS**

If all 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 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 Stockholders, 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 the State of Florida, this 15 day of

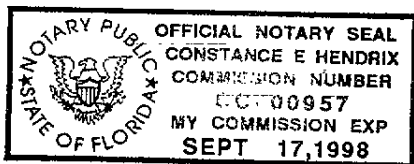
JANUARY, 1998.

  
J. D. Smith  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me, the undersigned authority in and for the said State and County, personally appeared J. D. Smith, to me well known and known to be the person described in and who freely and voluntarily subscribed and acknowledged before me according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 15 day of January, 1998.



Constance E. Hendrix  
NOTARY PUBLIC, State of Florida

My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, J. D. Smith, hereby accept the appointment as Registered Agent for JAMES D. SMITH  
P.A., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal  
this 15 day of JANUARY, 1998.

  
\_\_\_\_\_  
J. D. SMITH

F:\USERS\JD\SVDSPA\RA\_accept

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

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