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Donald W. Duncan, P.A.

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32135-2411

March 4, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: First Coast Mediators, P.A.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the original of the Designation of Registered Agent concerning the above referenced corporation, together with our check in the sum of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return a copy of same to me.

If you have any questions, please do not hesitate to call.

Very truly yours,



Donald W. Duncan

DWD:dd
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FIRST COAST MEDIATORS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED natural person, who is licensed and a Certified Mediator in the State of Florida hereby expresses the intention of forming a PROFESSIONAL CORPORATION in accordance with the Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is First Coast Mediators, P.A.

ARTICLE II. DURATION

The period of the Corporation's duration shall be perpetual or until dissolved on a vote of Shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the Corporation is to furnish Mediation and Counselling Services to clients before or after commencement of litigation.

ARTICLE IV. CAPITAL STOCK

The total number of shares of Capital Stock which the Corporation shall be authorized to issue is 1,000 shares. Such shares shall be of a single class of Common Stock and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the Corporation will have at the beginning is not less than five hundred dollars (\$500.00).

ARTICLE VI. PRINCIPAL OFFICE

The address of the Corporation's principal office is 25 Florida Park Drive, Palm Coast, FL 32137. The name of the initial Registered Agent and office for the corporation shall be Donald W. Duncan, P.A., 25 Florida Park, Drive, Palm Coast, FL 32137, to accept service of process within this state as to this Corporation.

ARTICLE VII. CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
DONALD W. DUNCAN	P.O. Box 352411 Palm Coast, FL 32135-2411

ARTICLE IX. DIRECTORS

The Corporation is to be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors is two, the name and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
DONALD W. DUNCAN	P.O. Box 352411 Palm Coast, FL 32135-2411
L. SHANNON ANDERSEN	134 Hernandez Avenue Palm Coast, FL 32137

The initial Directors shall hold office until their successors are elected and qualify as provided in the By-Laws. Thereafter, the term of each Director shall be for one year and until the election and qualification of a successor. The number of Directors set forth herein and constituting the initial Board of Directors shall be the authorized number of Directors until such number is changed by a By-Law duly adopted by the Shareholders.

ARTICLE X. BY-LAWS

The initial Directors shall submit the proposed By-Laws to the Shareholders at a meeting to be held for that purpose no more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws.

ARTICLE XI. DISSOLUTION

The Corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the

corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by the Shareholder.

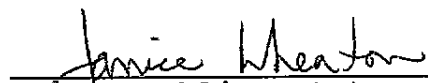
IN WITNESS WHEREOF, I, the undersigned Incorporator of this Corporation, have executed these Articles of Incorporation at Palm Coast, Florida on March 5, 1998.

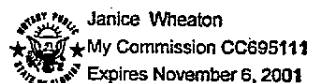

Donald W. Duncan

STATE OF FLORIDA:
COUNTY OF FLAGLER:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DONALD W. DUNCAN, to me and known by me to be the person described as Incorporator or who furnished _____ as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5th day of March, 1998.


Notary Public, State of Florida
My commission expires:




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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR ~~DOMICILE~~ ^{SECRETARY OF STATE} ~~FLORIDA~~
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 FIRST COAST MEDIATORS, P.A. DESIRING TO QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 25 FLORIDA PARK DRIVE, PALM COAST, FLORIDA 32137, HAS
NAMED DONALD W. DUNCAN, P.A., LOCATED AT 25 FLORIDA PARK DRIVE
NORTH, PALM COAST, STATE OF FLORIDA, AS ITS REGISTERED AGENT AND
OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Donald W. Duncan
Incorporator

DATE: March 5, 1998

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.

DONALD W. DUNCAN, P.A.

By: 

Donald W. Duncan
Registered Agent

DATE: March 5, 1998