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ARTICLES OF INCORPORATION

OF

ELIZABETH N. BALDWIN, P.A.

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TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice law in the State of Florida, desiring to form a professional corporation or association pursuant to F.S. 621.01, et seq., does hereby execute, acknowledge and file the following ARTICLES OF INCORPORATION for the purpose of creating a Professional Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ELIZABETH N. BALDWIN, P.A. The principle offices of the corporation shall be: 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Prepared By:  
Elizabeth N. Baldwin, Esq.  
Attorney for Corporation  
2020 N.E. 163 Street, Suite 300  
North Miami Beach, FL 33162  
(305) 944-9100  
Florida Bar No. 0267678

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### ARTICLE III

This professional corporation is organized to engage in the practice of law in the State of Florida through individuals duly authorized to practice law by the Florida Bar, and to exercise all powers now granted, or which in the future may be granted by the Laws of the State of Florida. IN connection with the above-mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts to the extent permitted under F.S. 621.01, et seq., and any other laws of the State of Florida.

### ARTICLE IV

The street address of the initial registered office of this corporation and its initial registered agent are:

Elizabeth N. Baldwin, Esq., Registered Agent  
2020 N.E. 163rd Street, Suite 300  
North Miami Beach, Florida 33162  
Florida Bar No. 0267678

### ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock at \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

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#### ARTICLE VI

Unless otherwise determined by the Board of Directors of this corporation, no shareholders shall be entitled as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment or amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash, labor done, personal property, or real property or leases; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE VII

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

#### ARTICLE VIII

This corporation shall have at least one (1) director(s), with the exact number of directors to be

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specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name of the first directors of the corporation, who shall hold office for the first year, until the election of the additional directors at the organizational meeting, or until their successors are duly elected and qualified, shall be: ELIZABETH N. BALDWIN, ESQ. 2020 N.E. 163rd St, Suite 300, North Miami Beach, Florida 33162.

#### ARTICLE IX

The name and address of the incorporator is: Elizabeth N. Baldwin, Esq., 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162.

#### CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ELIZABETH N. BALDWIN, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162 and has named Elizabeth N. Baldwin, Esq. as its registered agent to accept service of process within this State.

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ACKNOWLEDGEMENT

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 agree to comply with the provisions of this Act relative to keeping said office open.

By: Elizabeth N. Baldwin  
ELIZABETH N. BALDWIN

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a professional corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and execute these ARTICLES OF INCORPORATION on this 7 day of April, 1998.

By: Elizabeth N. Baldwin Esq.  
ELIZABETH N. BALDWIN, ESQ.  
Fla. Bar No. 0267678

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TALLAHASSEE, FLORIDA

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