### CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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#### ARTICLES OF INCORPORATION

OF

FILED

JECRETARY OF STATE
DIVISION OF CORPORATIONS

## BAYMEADOWS - MANDARIN LAW CENTER, INS APR 14 AM 10: 07

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

#### ARTICLE I

The name of the corporation shall be:

BAYMEADOWS - MANDARIN LAW CENTER, INC..

#### ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV

This Corporation shall have perpetual existence.

#### **ARTICLE V**

The initial street address of the principal office of this Corporation is:

8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI

The initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mark J. Horne, 8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII

This Corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VIII

The name and address of the initial Directors of this Board of Directors is:

Mark J. Horne, 8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217; Donald M. DuFresne, 8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217; and E. Warren Parker, Jr., 8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and qualified, whichever occurs first.

#### ARTICLE IX

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

Mark J. Horne

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this \_\_\_\_\_\_\_ day of April, 1998.

Mark J. Horne

Incorporation of BAYMEADOWS - MANDARIN LAW CENTER, INC.

#### STATE OF FLORIDA COUNTY OF DUVAL

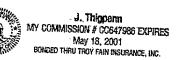
Before me the undersigned authority, personally appeared Mark J. Horne, who is to me well known to be the person described as Incorporator and who subscribed the foregoing Articles of Incorporation of BAYMEADOWS - MANDARIN LAW CENTER, INC., and who did freely and voluntarily acknowledge before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this \_\_\_\_\_\_ day of April, 1998.

oanna Thigpenn

NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



## <u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office / registered agent, in the state of Florida.

- 1. The name of the corporation is: BAYMEADOWS MANDARIN LAW CENTER, INC.
- 2. The name and address of the registered agent and office is:

Mark J. Horne, 8777 San Jose Blvd., Suite 301, Jacksonville, FL 32217

SIGNATURE

TITLE: Incorporator, Director, Registered Agent

DATED: 4998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE Proper AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE:

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