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FLORIDA DIVISION OF CORPORATIONS

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NAME: J. GARY SHIRK, P.A.

AUDIT NUMBER.....H98000008691

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 7, 1998

PORTER WRIGHT MORRIS & ARTHUR

SUBJECT: J. GARY SHIRK, P.A.  
REF: W98000010421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT# H98000008691

**ARTICLES OF INCORPORATION  
OF  
J. GARY SHIRK, P.A.**

In compliance with the requirements of F.S. Chapter 621, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - Name**

The name of the Corporation shall be J. GARY SHIRK, P.A.

**ARTICLE II - Purpose**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Professional Service Corporation and Limited Liability Company Act. The specific purpose of this corporation will be to render legal services.

**ARTICLE III - Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV - Preemptive Rights**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE V- Indemnification**

The Corporation shall indemnify to the fullest extent permitted by Florida law any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income

**PREPARED BY:**

Stuart Thompson, Esquire  
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Naples, Florida 34103  
(941) 263-8898  
Florida Bar No: 894680

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Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by Florida law.

**ARTICLE VI - Amendment of Bylaws**

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

**ARTICLE VII - Registered Agent**

The registered agent of the Corporation is J. Gary Shirk. The street address of the Corporation's registered office is 6040 20TH Avenue N.W., Naples, Florida 34119.

**ARTICLE VIII - Principal Office**

The principal place of business and mailing address of this Corporation shall be 6040 20TH Avenue N.W., Naples, FLORIDA 34119.

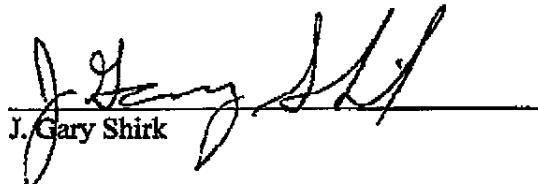
**ARTICLE IX - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is J. Gary Shirk, Esq., 6040 20TH Avenue N.W., Naples, Florida 34119.

**ARTICLE X - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of May, 1998.

  
J. Gary Shirk

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is J. GARY SHIRK, P.A.
2. The name and address of the registered agent and office are:

J. Gary Shirk  
6040 20TH Avenue N.W.  
Naples, Florida 34119

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 7th, 1998

  
J. Gary Shirk

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