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KENDALL LAW, P.A.

MARTYN W.D. VERSTER, ESQ.
Admitted in FL and VA

PATRICIA CANEVARO PUERTO
Paralegal

10691 North Kendall Drive
Suite 205
Miami, Florida 33176
Tel.: (305) 279-5135
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November 5, 1998

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

Re: LAW OFFICES OF MARTYN VERSTER, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for the above-referenced professional association, together with a check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Very sincerely yours,



Martyn W.D. Verster

MWDV/pcp
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LAW OFFICES OF MARTYN VERSTER, P.A.

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DIVISION OF CORPORATIONS
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ARTICLE I—NAME

The name of this corporation is LAW OFFICES OF MARTYN VERSTER, P.A.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as attorneys.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10691 North Kendall Drive, Suite 205, Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is MARTYN W.D. VERSTER.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

MARTYN W.D. VERSTER,
10691 North Kendall Drive, Suite 205, Miami, Florida 33176

ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is: MARTYN W.D. VERSTER, 10691 North Kendall Drive, Suite 205, Miami, Florida 33176.

ARTICLE IX—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 9 day of November, 1998.

LAW OFFICES OF MARTYN VERSTER, P.A.

By


MARTYN W.D. VERSTER, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARTYN W.D. VERSTER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9 day of November, 1998.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

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In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that the LAW OFFICES OF MARTYN VERSTER, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10691 North Kendall Drive, Suite 205, Miami, Florida 33176, has named MARTYN W.D. VERSTER, located at 10691 North Kendall Drive, Suite 205, Miami, Florida 33176 as its agent to accept service of process within Florida.

Dated this 9 day of November, 1998.


MARTYN W.D. VERSTER, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

By 
MARTYN W.D. VERSTER,
Registered Agent