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**The Law Offices Of
Russell Edward Klemm, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 12:46

Russell Edward Klemm

1345 South Missouri Avenue
CLEARWATER, FLORIDA 33755

John Polivick*
of Counsel

* Admitted in Indiana only

Telephone: (727) 298-0873
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December 3, 1998

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

Re: Russell Edward Klemm, P.A.

200002704802--2
-12/07/98--01117--014
****122.50 *****78.75

Dear Sirs:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,


Russell Edward Klemm

REK/enc.

D. BROWN DEC - 9 1998

ARTICLES OF INCORPORATION
OF
RUSSELL EDWARD KLEMM, P.A.

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The undersigned natural person, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act (Florida Statutes Chapter 621), does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is RUSSELL EDWARD KLEMM, P.A.

ARTICLE II

The street address and mailing address of the initial principal office of the corporation is:

1345 South Missouri Avenue
Suite 108
Clearwater, Florida 33756

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the specific purpose of rendering legal services, investing its funds in real estate, mortgages, stocks, bonds, or other types of investments and for the owning of real or personal property necessary for the rendering of its professional services and for such other purposes as may be lawful and be from time to time authorized by law.

ARTICLE V

The corporation is authorized to issue a total of 1,500 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five (35) persons or entities and shall be issued and transferable only to professional corporations or professional limited liability companies or natural persons who are not non-resident alien and who are duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was formed as set out above.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 1345 South Missouri Avenue, Suite 108, Clearwater, Florida 33756 and the name of the initial registered agent of the corporation at that address is Russell Edward Klemm.

ARTICLE X

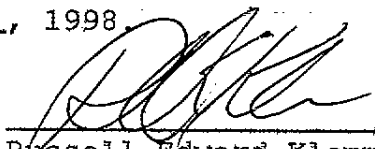
The initial board of directors shall be comprised of the following:

Russell Edward Klemm, Esquire

ARTICLE XI

The name and address of the incorporator of the corporation is:

The undersigned has executed these Articles of Incorporation this 3rd day of December, 1998.



Russell Edward Klemm
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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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 designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Russell Edward Klemm, P.A.
2. The name and address of the registered agent and office is:
Russell Edward Klemm, Esquire
1345 South Missouri Avenue, Suite 108
Clearwater, Florida 33756

SIGNATURE 

TITLE: President

DATE: December 3, 1998

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: December 3, 1998