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SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

May 26, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: INCORPORATION OF JOSEPH D. BOLTON, P.A.

Gentlemen:

Enclosed herewith please find two original counterparts of the above-captioned Articles of Incorporation, together with Mr. Bolton's check made payable to Secretary of State in the amount of \$78.50, representing the filing fee, registered agent fee and certified copy fee. Please file the Articles of Incorporation and return one original counterpart certified to be included in the minute book for this corporation.

Please do not hesitate to contact me should have any questions concerning this filing at 305-347-7332.

Thank you in advance for your assistance in this matter.

Very truly yours,

Adrienne L. Swain
ADRIENNE L. SWAIN,
Legal Assistant

Enclosures

MIA98 42840.1 - ALS

FILED
199 JUN - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-4-99

ARTICLES OF INCORPORATION
OF
JOSEPH D. BOLTON, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this corporation is JOSEPH D. BOLTON, P.A. and its address is 201 S. Biscayne Blvd., 1600 Miami Center, Miami, FL 33131.

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- © To invest the funds of the corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these

Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) Shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Existence

The corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Corporation Company of Miami and the street address of the initial registered office of the corporation is 201 S. Biscayne Blvd., 1600 Miami Center, Miami, FL 33131.

ARTICLE VI

Stock Transferability

No Shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a Shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VII

Stock Ownership

The Board of Directors shall require any Officer, Shareholder, agent, or employee of the corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in, the corporation forthwith.

ARTICLE VIII

Directors

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE IX

Initial Director

The name and street address of each of the first member of the Board of Directors is:

Name

Street Address

JOSEPH D. BOLTON

201 S. Biscayne Blvd.
1600 Miami Center
Miami, FL 33131

The aforesaid Director shall hold his respective offices until the first Annual Meeting of the Shareholders or until his successor is elected and has qualified.

ARTICLE X

Incorporator

The name of the person signing these Articles is Joseph D. Bolton and his street address is 201 S. Biscayne Blvd., 1600 Miami Center, Miami, FL 33131.

ARTICLE XI

Bylaws

The Bylaws of the corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting, duly held.

ARTICLE XII

Indemnification

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

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 26th day of May, 1999.



Joseph D. Bolton, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 26 DAY OF MAY, 1999.

CORPORATION COMPANY OF MIAMI

By Adrienne L. Swain
Adrienne L. Swain, Assistant Secretary

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TALLAHASSEE, FLORIDA