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**FLORIDA PROFIT CORPORATION OR P.A.**

**RICHARD TRACY LEE, P.A.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 26, 1999

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SUBJECT: RICHARD TRACY LEE, P.A.  
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ARTICLES OF INCORPORATION  
OF  
RICHARD TRACY LEE, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a professional corporation under and, in all respects, in compliance with the Florida General Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Richard Tracy Lee, P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of law, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course of furtherance of such practice of law, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of law.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of law.

3. Principal Office. The principal office of the Corporation is:

730 N. Washington Boulevard, Suite 1  
Sarasota, Florida 34236

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4. Mailing Address. The mailing address of the Corporation is:

P.O. Box 48619  
Sarasota, Florida 34230

5. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Philip J. Sypula, Esq.  
766 Hudson Avenue, Suite B  
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

8. Incorporator. The name and address of the incorporator of the Corporation is:

Philip J. Sypula, Esq.  
766 Hudson Avenue, Suite B  
Sarasota, Florida 34236

9. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

10. Duration. The existence of this corporation shall commence on August 1, 1999, and shall be perpetual.

11. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

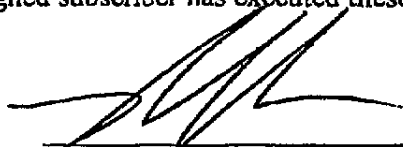
12. Restriction. No shares of this corporation shall be issued except to an individual who is duly licensed to practice law in the State of Florida.

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TOTAL P.05

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 26 day of July, 1999.



PHILIP J. SYPULA  
Incorporator and Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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