ACTION BY WRITTEN CONSENT
OF THE SOLE INCORPORATOR
OF
[Entity Name],
a Florida Professional Corporation,
September 10, 2013

The undersigned, acting as the sole incorporator of [Entity Name], a Florida professional corporation (the "Corporation"), hereby approves and adopts the following resolutions by this written consent without a meeting (this "Written Consent") pursuant to Section 607.0205 of the Florida Business Corporation Act, which shall be effective upon the commencement of the corporation's existence:

RESOLVED, that each person named below is hereby elected to serve as a director of the Corporation until such time as his or her successor is duly elected and qualified:

Director 1

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

RESOLVED FURTHER, that the undersigned, the sole incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective upon the commencement of the corporation's existence.

IN WITNESS WHEREOF, the undersigned executes this Written Consent as of the date set forth above.

_____
By: Sheila Dang, Assistant Secretary
LegalZoom.com, Inc., Sole Incorporator

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ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING BY THE BOARD OF DIRECTORS
OF
[Entity Name],
a Florida Professional Corporation

The undersigned, constituting all of the members of the board of directors (the "Board") of [Entity Name], a Florida professional corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 607.0821 of the Florida Business Corporation Act:

<u>Articles of Incorporation</u>

RESOLVED, that the Articles of Incorporation of the Corporation filed with the Florida Secretary of State hereby are adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Articles of Incorporation in the Corporation's minute book.

<u>Adoption of Bylaws</u>

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation ("Bylaws") to (i) regulate the conduct of the Corporation's business and affairs, and (ii) amend, restate, and supersede the Corporation's prior existing bylaws, if any, in their entirety.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified and as may be amended from time to time, in the minute book of the Corporation and to see that a copy, similarly certified, is kept at the principal executive office for the transaction of business of the Corporation, as required by law.

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[Choice 1: If choose "form a new corporation" at the beginning, then…]

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, $0.01 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Shareholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

Name of Shareholder	Number of Shares	Total Purchase Price($)

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

[Choice 2: If choose "incorporate business operating as a …" at the beginning, then…]

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to sell and issue shares of the Corporation's common stock, $10.00 par value (the "Shares") in the amounts and to the persons set forth below in exchange for the assets of a business known as name_of_current_business, a sole proprietorship / partnership, currently owned by such persons, and that the Board agrees that for all purposes the fair market value of such business assets delivered to the Corporation is $ value of current business, which is adequate for the Corporation's purposes.

Name of Shareholder	Number of Shares

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RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to execute and deliver to each person named above a certificate representing the number of Shares set forth above upon delivery to the Corporation by such persons of: (i) all such business assets, and (ii) executed copies of all appropriate documentation required by the Corporation to fully effectuate the transfer of such business to Corporation, and such Shares shall be validly issued, fully paid and non-assessable common stock of the Corporation.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

President:
Treasurer:
Secretary:

Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Florida or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Articles of Incorporation, as filed with and certified by the office of the Florida Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).

Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Florida" within the inner circle.

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Share Certificates

RESOLVED, that the form of share certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form share certificate of the Corporation and the Secretary of the Corporation is directed to insert such form share certificate in the minute book of the Corporation.

Ratification of Actions by Incorporator

RESOLVED, that the Action by Written Consent of the Sole Incorporator dated September 10, 2013 and all actions taken by the Corporation's sole incorporator, LegalZoom.com, Inc. and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on [fiscal year].

Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at [business address], [city, state, and zip code].

Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

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RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board , and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Professional Corporation

RESOLVED, that the officers of the Corporation are hereby authorized to file with the appropriate licensing authority all documents, if any, that must be filed with the licensing authority under applicable law.

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RESOLVED FURTHER, that the officers of the Corporation are authorized and directed, for and on behalf of the Corporation, to make all other arrangements and to take all further action as the officers deem necessary or appropriate in order to qualify and operate the Corporation as a professional corporation in the state of Florida.

Agent for Service of Process in Florida

RESOLVED, that United States Corporation Agents, Inc. shall be appointed the Corporation's agent for service of process in Florida.

Subchapter S Election

RESOLVED, that the Corporation shall elect to be treated as a "small business corporation" for income tax purposes under Subchapter S of Chapter 1 of the Internal Revenue Code of 1986 and under the parallel provisions of the laws of the state of Florida and that the officers of the Corporation are hereby authorized and directed to complete and file or cause to be filed an Election by a Small Business Corporation with the Internal Revenue Service pursuant to Section 1362(a) of the Internal Revenue Code and obtain the written consent of each shareholder of the Corporation to such Subchapter S election and file such consent at the same time as the Election by a Small Business Corporation, or within an extended period of time as may be granted by the Internal Revenue Service.

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actionas they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

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IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation,has executed this Written Consent as of the date set forth below.

Date: September 10, 2013

Directors:

_____
Director's Name

_____
Director's Name

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EXHIBIT A
BYLAWS OF
[Entity Name]

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BYLAWS

OF

[Entity Name],

a Florida Professional Corporation

ARTICLE I

Shareholders

Section 1.1. **Qualification**. Every shareholder of [Entity Name] (the "Corporation") must be a Qualified Person as defined in this Section.

A "Qualified Person" is:

a) an individual who is duly licensed or otherwise legally authorized to render the same specific professional services for which the Corporation is organized;

b) a professional corporation that is duly licensed or otherwise legally authorized to render the same specific professional services for which the Corporation is organized; or

c) a professional limited liability company that is duly licensed or otherwise legally authorized to render the same specific professional services for which the Corporation is organized

No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

Section 1.2. **Transfer of Shares**. No shareholder may sell or transfer her or his shares except to a Qualified Person.

Section 1.3 **Disqualification of Shareholder, Officer, Agent or Employee.** If any officer, shareholder, agent, or employee of the Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the state of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Corporation.

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Section 1.4. **Annual Meetings**. An annual meeting of shareholders of the Corporation shall be held for the election of directors on a date and at a time and place either within or without the state of Florida fixed by resolution of the Board of Directors (sometimes referred to as the "Board"). Any other proper business may be transacted at the annual meeting.

Section 1.5. **Special Meetings**. Special meetings of the shareholders may be called at any time by the Board of Directors or by the holders of not less than 10% of the outstanding shares entitled to vote at any meeting of the shareholders if such holder(s) sign, date and deliver to the Secretary of the Corporation written demands for the meeting describing the purpose for which it is to be held. Special meetings will be held at the date, time and place either within or without the state of Florida as may be stated in the notice of the meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 1.6. **Notice of Meetings**. Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 60 days before the date of the meeting to each shareholder entitled to vote at the meeting. Such notice shall state the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the shareholders. The notice of any meeting at which directors are to be elected shall include a list of the names of the nominees intended at the time of the mailing of the notice to be presented by the Board of Directors for election.

Notice of a shareholders' meeting or any report shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the books of the Corporation or given by the shareholder to the Corporation for the purpose of notice. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

Section 1.7. **Adjournments**. When a shareholders' meeting is adjourned to another time or place, except as otherwise provided in this Section 1.7, notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 120 days after the date of the original meeting, a new record date must be fixed for the adjourned meeting, and a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

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Section 1.8. **Validating Meeting of Shareholders; Waiver of Notice**. The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as required by the Florida Business Corporation Act.

Section 1.9. **Quorum**. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in this Section 1.9.

Section 1.10. **Organization**. Meetings of shareholders shall be presided over by the Chairperson of the Board of Directors, if any, or in the absence of the Chairperson of the Board of Directors by the Vice Chairperson of the Board of Directors, if any, or in the absence of the Vice Chairperson of the Board of Directors by the President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, or in their absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.11. **Voting**. Unless otherwise provided in the articles of incorporation of the Corporation, as may be amended from time to time (the "Articles of Incorporation"), each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

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Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, other than elections to office, but if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Except as otherwise provided in the Articles of Incorporation and subject to the Florida Business Corporation Act, directors are elected by a plurality of the votes. Each shareholder who is entitled to vote at an election of directors has the right to vote the number of shares owned by him or her for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote. Shareholders do not have a right to cumulate their votes for directors unless the Articles of Incorporation so provide.

In all other matters, unless otherwise provided by the Florida Business Corporation Act, the Articles of Incorporation or the bylaws of the Corporation, as may be amended from time to time (the "Bylaws"), the affirmative vote of the holders of a majority of the shares entitled to vote on the subject matter at a meeting in which a quorum is present shall be the act of the shareholders. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes at a meeting in which a quorum is present shall be the act of such class or classes, except as otherwise provided by the Florida Business Corporation Act, the Articles of Incorporation or the Bylaws.

Section 1.12. **Shareholder's Proxies**. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise expressly provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto except as otherwise provided in this Section 1.12. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked; by a subsequent proxy that is executed by the person who executed the prior proxy and presented to the meeting; or by voting in person by the person executing the proxy.

Section 1.13. **Inspectors**. In advance of any meeting of shareholders, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof.

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Section 1.14. **Fixing Date for Determination of Shareholders of Record**. In order that the Corporation may determine the shareholders entitled to notice of any meeting or to vote or to express consent to corporate action in writing without a meeting or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 70 days before the meeting or action requiring a determination of the shareholders.

If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day before the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto or the 60th day prior to the date of such other action, whichever is later. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors sets a new record date.

Section 1.15. **Consent of Shareholders in Lieu of Meeting**. Unless otherwise provided in the Articles of Incorporation, any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is dated and signed by the holders of outstanding shares having at least the minimum number of votes that would be necessary to authorize or take such action at a meeting. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this Section 1.15, written consents signed by the number of shareholders required to take action are delivered to the Corporation by delivery to its principal office in the State of Florida, its principal place of business, the corporate secretary, or another officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Any written consent may be revoked prior to the date that the Corporation receives the required number of consents to authorize the proposed action. No revocation is effective unless in writing and until received by the Corporation at its principal office.

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Within ten days after obtaining authorization by written consent, notice must be given to those shareholders who have not consented in writing or who were not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action. If the action causes dissenters' rights to be provided under the Florida Business Corporation Act, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders

ARTICLE II

Board of Directors

Section 2.1. **Powers; Number; Qualifications**. The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided in the Bylaws or in the Articles of Incorporation. The number of directors comprising the Board of Directors shall be 1, unless and until otherwise determined by vote of a majority of the entire Board of Directors.

Section 2.2. **Election; Term of Office; Resignation; Newly Created Directorships and Vacancies**. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairperson of the Board of Directors, the Secretary or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the provisions of the Articles of Incorporation, any director may be removed with or without cause at any time by the shareholders of the Corporation at a special meeting called for such purpose.

Unless otherwise provided in the Articles of Incorporation or the Bylaws, newly - created directorships resulting from an increase in the number of directors, shall be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

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Unless otherwise provided in the Articles of Incorporation or the Bylaws, vacancies on the Board of Directors may be filled by appointment by the Board of Directors. The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors. A director elected to fill a vacancy shall be elected to hold office for a term expiring at the next annual meeting of shareholders, or until his or her earlier death, resignation or removal.

Section 2.3. **Regular Meetings**. Regular meetings of the Board of Directors may be held without notice at such places within or without the state of Florida and at such times as the Board of Directors may from time to time determine.

Section 2.4. **Special Meetings; Notice of Meetings; Waiver of Notice**. Special meetings of the Board of Directors may be held at any time or place within or without the state of Florida whenever called by the Chairperson of the Board of Directors, by the Vice Chairperson of the Board of Directors, if any, or by any two directors. Special meetings shall be held on five days' notice by mail or 48 hours' notice delivered personally or by telephone, facsimile or any other means of communication authorized by the Florida Business Corporation Act. Notice delivered personally or by telephone may be transmitted to a person at the director's office who can reasonably be expected to deliver such notice promptly to the director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 2.5. **Participation in Meetings by Conference Telephone Permitted**. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, through the use of conference telephone or similar communications equipment permitted by the Florida Business Corporation Act, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6. **Quorum; Adjournment; Vote Required for Action**. At all meetings of the Board of Directors a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions of the Florida Business Corporation Act, every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or the Bylaws require a vote of a greater number. Each director present will have one vote, regardless of the number of shares of stock held by such director.

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A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.7. **Organization**. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, or in the absence of the Chairperson of the Board of Directors by the Vice Chairperson of the Board of Directors, if any, or in their absence by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. **Action by Directors Without a Meeting**. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 2.9. **Compensation of Directors**. The Board of Directors have the authority to fix the compensation of directors for services in any capacity.

Section 2.10. **Interested Directors; Quorum**. No contract or transaction between the Corporation and one or more of its directors or between the Corporation and any other corporation, firm, association or entity in which one or more of the Corporation's directors are directors, officers or financially interested shall be void or voidable because of such relationship or interest, because such directors (the "Interested Directors") are present at the meeting of the Board of Directors or a committee of the Board of Directors which authorizes, approves, or ratifies such contract or transaction, or because the votes of Interested Directors are counted for such purpose if:

a) the facts about the relationship or interest of the Interested Directors are fully disclosed or are known to the Board of Directors or the committee and a majority of the Board of Directors or committee with no relationship or interest in the contract or transaction authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the votes or consents of the Interested Directors; provided that, if the Board of Directors is comprised of a single director, the Board of Directors may not authorize, approve, or ratify a transaction under this subsection;

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b) the facts about the relationship or interest of the Interested Directors are fully disclosed to or are known by the shareholders and such contract or transaction is authorized, approved or ratified by the holders of a majority of the shares entitled to vote under this subsection in good faith (i) without counting the votes or consents of the shares owned by or voted under the control of an Interested Director and (ii) with the holders of a majority of the shares, whether or not present, entitled to vote on the transaction under this subsection constituting a quorum for the purpose of taking such action under this subsection; or

c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the shareholders.

ARTICLE III

Executive and Other Committees

Section 3.1. **Executive and Other Committees of Directors**. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors, and each of which, to the extent provided in the resolution but subject to the Florida Business Corporation Act, shall have all the authority of the Board of Directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of the Bylaws.

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ARTICLE IV

Officers

Section 4.1. **Officers; Election**. As soon as practicable after the annual meeting of shareholders in each year, the Board of Directors shall elect a President, a Treasurer and a Secretary. The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as the Board of Directors may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 4.2. **Term of Office; Resignation; Removal; Vacancies**. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board of Directors or to the Chairperson of the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.3. **Powers and Duties**. The officers of the Corporation shall have such powers and duties in the management of the Corporation as stated in the Bylaws or in a resolution of the Board of Directors which is not inconsistent with the Bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees in a book to be kept for that purpose.

Section 4.4. **Salaries**. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

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Section 4.5. **Chairperson**. The Chairperson shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business of the Corporation; subject, however, to the control of the Board of Directors and of any duly authorized committee of directors. He or she shall preside at all meetings of the shareholders and of the Board of Directors. He or she may, with the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer, sign certificates for shares of capital stock of the Corporation. He or she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, he or she shall perform all duties incident to the office of Chairperson and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4.6. **President.** The President shall be the Chief Operating Officer of the Corporation and shall have general supervision over the day-to-day affairs of the Corporation, subject, however, to the control of the Chairman, the Board of Directors and any duly-authorized committee of directors. The President shall, if the Chairperson shall not be present, preside at meetings of the shareholders and at meetings of the Board of Directors. He or she may, with the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer, sign certificates for shares of capital stock of the Corporation. He or she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, he or she shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4.7. **Vice Presidents**. At the request of the President, or, in his or her absence, at the request of the Board of Directors, the Vice Presidents shall (in such order as may be designated by the Board of Directors or, in the absence of any such designation, in order of seniority based on age) perform all of the duties of the President and so acting shall have all the powers of, and be subject to all restrictions upon, the President. Any Vice President may, with the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer, sign certificates for shares of capital stock of the corporation. Any Vice President may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the corporation, or shall be required by law otherwise to be signed or executed. Each Vice President shall perform such other duties as from time to time may be assigned to him by the Board of Directors, by the Chairperson or by the President.

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Section 4.8. **Secretary**. The Secretary, if present, shall act as secretary of all meetings of the shareholders and of the Board of Directors, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; he or she shall see that all notices required to be given by the Corporation are duly given and served; he or she may, with the Chairperson, the President or a Vice President, sign certificates for shares of capital stock of the corporation; he or she shall be custodian of the seal of the Corporation and may seal with the seal of the Corporation, or a facsimile thereof, all certificates for shares of capital stock of the Corporation and all documents the execution of which on behalf of the Corporation under its corporate seal is authorized in accordance with the provisions of the Bylaws; he or she shall have charge of the stock ledger and also of the other books, records and papers of the Corporation relating to its organization and management as a corporation, and shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors, by the Chairperson or by the President.

Section 4.9. **Treasurer**. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed in such manner as shall be determined in accordance with any provisions of the Bylaws, and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books to be kept by him or under his direction full and adequate account of all moneys received or paid by him for the account of the Corporation; have the right to require, from time to time, reports or statements giving such information as he may desire with respect to any and all financial transactions of the corporation from the officers or agents transacting the same; render to the Chairperson, the President or the Board of Directors, whenever the Chairperson, the President or the Board of Directors, respectively, shall require him or her so to do, an account of the financial condition of the Corporation and of all his transactions as Treasurer; exhibit at all reasonable times his books of account and other records to any of the directors upon application at the office of the Corporation where such books and records are kept; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors, by the Chairperson or by the President; and he or she may sign with the Chairperson, the President or a Vice President certificates for shares of capital stock of the Corporation.

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Section 4.10. **Assistant Secretaries and Assistant Treasurers**. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by the Board of Directors, by the Chairperson or by the President. Assistant Secretaries and Assistant Treasurers may, with the Chairperson, the President or a Vice President, sign certificates for shares of capital stock of the Corporation.

ARTICLE V

Forms of Certificates; Loss and Transfer of Shares

Section 5.1. **Forms of Certificates**. Every holder of shares in the Corporation is entitled to have a certificate signed in the name of the Corporation by (a) the President, any Vice President, Chairperson of the Board of Directors or Vice Chairperson of the Board of Directors, and (b) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, of the Corporation, certifying the number of shares and the class or series of shares owned by such shareholder. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. If any officer, transfer agent or registrar who signs or whose facsimile signature is placed upon a certificate ceases to remain in such position before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. **Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates**. The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction, theft or mutilation of the certificate representing such shares. The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

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ARTICLE VI

Records and Reports

Section 6.1. **Shareholder Records**. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder, as well as all written communication with shareholders within the past three years.

Section 6.2. **Corporate Documents and Bylaws**. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and the Bylaws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Articles of Incorporation or the Bylaws.

Section 6.3. **Minutes and Accounting Records**. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board of Directors, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 6.4. **Inspection by Directors**. Subject to applicable Florida law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.5. **Annual Report to Shareholders**. Subject to the Florida Business Corporation Act, for as long as the Corporation has fewer than the number of shareholders specified in the applicable statute, if any, any requirement of an annual report to shareholders is expressly waived. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board of Directors considers appropriate. Additionally, the Corporation shall keep a record of its most recent annual report delivered to the Florida Department of State.

Section 6.6. **Financial Statements**. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any shareholder on demand.

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Section 6.7. **Director and Officer Records**. The Corporation shall keep a list of the names and business addresses for the Corporation's current directors and officers.

Section 6.8. **Form of Records**. Any records maintained by the Corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board of Directors and its committees, but including the Corporation's stock ledger and books of account, may be kept on, or be in the form of magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE VII

Miscellaneous

Section 7.1. **Principal Executive or Business Offices**. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place either within or without the State of Florida. The Corporation may also have additional offices in other places as the Corporation's business may require, and as the Board of Directors may determine from time to time.

Section 7.2. **Fiscal Year**. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.3. **Seal**. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.4. **Indemnification**. The Corporation shall have the power to indemnify, to the maximum extent and in the manner permitted by the Florida Business Corporation Act, each of its directors, officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation.

Section 7.5. **Contracts**. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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Section 7.6. **Dividends**. The Board of Directors may from time to time declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by Florida law and its Articles of Incorporation. No distribution may be made if, after giving it effect:

a) The Corporation would not be able to pay its debts as they become due in the usual course of business; or

(b) The Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Section 7.7. **Amendment of the Bylaws**. To the extent permitted by law, the Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors. The shareholders entitled to vote, however, retain the right to adopt additional bylaws and may amend or repeal any bylaw whether or not adopted by them.

[Remainder Intentionally Left Blank.]

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CERTIFICATE OF SECRETARY OF

[Entity Name]

The undersigned, Secretary's Name, as Secretary of [Entity Name], a Florida professional corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of _____, 20___.

_____

Secretary's Name
Secretary

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EXHIBIT B
FORM OF SHARE CERTIFICATE

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