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LAW OFFICES
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INCORPORATED

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AREA CODE 714
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September 30, 1998

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Ringler Associates South Florida, Inc.

Dear Sir or Madam:

Enclosed for filing in your office please find the following:

- 1. Original Articles of Incorporation and two copies;
- 2. Certificate of Designation of Registered Agent/Registered Office; and
- 3. A check in the amount of \$122.50, made payable to the Florida Department of State, in payment of the filing and certification fees.

Please file the original Articles of Incorporation in your office and return a certified copy to this office at the above address in the enclosed self-addressed, stamped envelope.

If you have any questions or require any additional information, please contact the undersigned.

Very truly yours,

Judy A. Quan

JAQ:rh
enclosures

Please file effective October 1, 1998, or as soon thereafter as possible. Thank you.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

RINGLER ASSOCIATES SOUTH FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RINGLER ASSOCIATES SOUTH FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1500 NW 49th Street, Suite 607, Ft. Lauderdale, Florida 33309.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares of common stock having no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: JAMES VOLANTI, 1500 NW 49th Street, Suite 607, Ft. Lauderdale, Florida 33309.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: JAMES VOLANTI, 1500 NW 49th Street, Suite 607, Ft. Lauderdale, Florida 33309.

ARTICLE VI PURPOSE

The purposes for which the corporation is organized are to act as a consultant with regard to catastrophic injuries, rehabilitation and financial planning relating thereto, and to engage in any activity within the purpose for which corporations may be organized under the Florida Business Corporation Act.

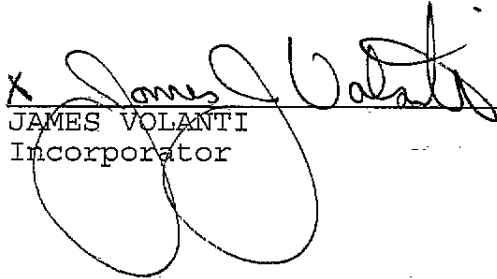
ARTICLE VII LIABILITY OF DIRECTORS

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

ARTICLE VIII INDEMNIFICATION OF AGENTS

Corporate agents may be indemnified to the fullest extent permissible under Florida law.

The undersigned incorporator has executed these Articles of Incorporation this 29th day of September, 1998.

X 

JAMES VOLANTI
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: RINGLER ASSOCIATES SOUTH FLORIDA, INC.
2. The name and address of the registered agent and office is:

JAMES VOLANTI
1500 NW 49th Street
Suite 607
Ft. Lauderdale, Florida 33309

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.



JAMES VOLANTI

September 29

(Date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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