

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION**Independent Consultis Owners Group, Inc.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 1999

KANOUSE & WALKER

SUBJECT: INDEPENDENT CONSULTIS OWNERS GROUP, INC.
REF: W99000024493

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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*Corrected 10/25
kjk*

Thanks

Audit #H990000268104

**ARTICLES OF INCORPORATION
OF
INDEPENDENT CONSULTIS OWNERS GROUP, INC.**

ARTICLE 1

Name

The name of this corporation not for profit is Independent Consultis Owners Group, Inc.

ARTICLE 2

Address

The principal place of business or mailing address of this corporation is:

C/o Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
Peninsula Executive Center, Suite 270
2385 Executive Center Drive
Boca Raton, FL 33431

ARTICLE 3

Purpose

This Corporation is organized for the purpose of representing the interests of Consultis Franchisees and transacting any and all lawful business.

ARTICLE 4

Election of Directors

The election of directors is in accordance with the provisions of the Bylaws of the Corporation.

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ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office and name of the initial registered agent of this corporation are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
Suite 270, Peninsula Executive Center
2385 Executive Center Drive
Boca Raton, FL 33431

ARTICLE 6

Incorporator

The name and address of the person signing these Articles as incorporator is:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
Suite 270, Peninsula Executive Center
2385 Executive Center Drive
Boca Raton, FL 33431

ARTICLE 7

Initial Board of Directors

This Corporation will have 4 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 3. The name and address of the initial directors of this Corporation are:

K. Benjamin Taylor
8500 Normandale Lake Blvd.
Suite 1770
Bloomington, MN 55437

Gene Wilberg
566 W. Adams St.
Suite 440
Chicago, IL 60661

Gene Ruiz
7400 College Blvd.
Suite 105
Overland, Park, KS 66210

Dan Smith
6000 Fairview Road
Suite 525
Charlotte, NC 28210

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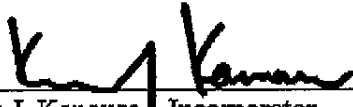
ARTICLE 8**Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in Section 617.0831 of the Florida Statutes and the applicable provisions of the Florida Business Corporation Act [currently, Section 607.0831 and Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this Corporation will indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 9**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on October 22, 1999.



Keith J. Kanouse, Incorporator

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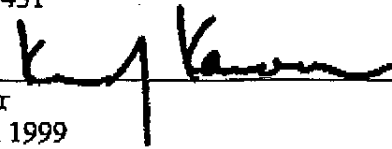
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

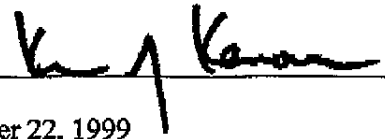
Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the corporation not for profit is Independent Consultants Owners Group, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
Peninsula Executive Center, Suite 270
2385 Executive Center Drive
Boca Raton, FL 33431

SIGNATURE 
TITLE Incorporator
DATE October 22, 1999

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 October 22, 1999

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