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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

counsel consulting, inc.

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**ARTICLES OF INCORPORATION
OF
COUNSEL CONSULTING, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation will be COUNSEL CONSULTING, INC., with its principle address and mailing address being P.O. Box 1181, Fort Lauderdale, Broward County, Florida 33302.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent in this corporation will be Edward F. Holodak, P.A., 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020.

ARTICLE V - DIRECTORS

The number of directors constituted in the initial board of directors will be one (1). The name and address of the director serving as the initial board of directors is as follows:

<u>Name</u>	<u>Address</u>
Jennifer L. Bushey	P.O. Box 1181, Fort Lauderdale, Florida 33302

The number of directors may subsequently be changed by voting a unanimous written action of the board of directors.

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is Edward F. Holodak, 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020.

I, the undersigned, being the original incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Corporation of Counsel Consulting, Inc., and I hereby declare and certify that the facts herein stated are true.

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Edward F. Holodak, Esq.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared EDWARD F. HOLODAK, ESQUIRE, who is personally known to me OR () has produced _____ as identification and () who did OR () did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of January, 2000.

Olga B. [Signature]
NOTARY PUBLIC

My commission expires:
OFFICIAL NOTARY SEAL
OLGA B. [Signature]
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION # [Number]
MY COMMISSION EXPIRES [Date]

ACCEPTANCE BY REGISTERED AGENT

I, Edward F. Holodak, designated as registered agent COUNSEL CONSULTING, INC., in the Articles of Incorporation, of said corporation, do hereby accept appointment as such at the registered office designated in Article IV.

Edward F. Holodak, Registered Agent

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