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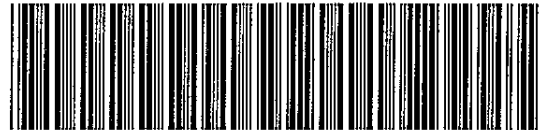
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TALLAHASSEE FLORIDA

03 JAN 22 AM 8:30

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Investment Counseling, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kelley J. Peterson
(Name of Person)

Holland & Knight, LLP
(Firm/Company)

1 East Broward Boulevard, Suite 1300
(Address)

Ft. Lauderdale, FL 33301
(City/State and Zip code)

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08 JAN 22 AM 8:30
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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Kelley Peterson at (954) 468-7823
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy

HOLLAND & KNIGHT LLP

One East Broward Boulevard, Suite 1300
P.O. Box 14070 (ZIP 33302-4070)
Fort Lauderdale, Florida 33301

954-525-1000
FAX 954-463-2030
www.hklaw.com

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January 21, 2003

VIA OVERNIGHT DELIVERY

Attention: Marsha Thomas
Document Specialist
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
850/245-6051

RE: Investment Counseling, Inc.
Ref. Number: W03000001115

Dear Ms. Thomas:

Holland & Knight LLP represents Investment Counseling, Inc. (the "Firm"). Pursuant to my telephone conversation with you on January 15, 2003, I am returning the enclosed documents for processing by your office. You stated that the name designated on the enclosed application, "Investment Counseling, Inc.," is available and will be approved. Accordingly, the Firm will not be adopting an alternate name and we are not submitting additional or amended documents with respect to this filing.

We respectfully request that you approve this application and forward a Certificate of Status to my attention.

Should you have any questions, please do not hesitate to contact me. My direct line is 954/468-7823.

Kindest regards,

HOLLAND & KNIGHT LLP



Kelley J. Peterson

Enclosures (2)

cc: Richard A. Bush

FTL1 #613586 v1

KELLEY J. PETERSON
954-468-7823

Internet Address:
kjpeterson@hklaw.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 22 AM 8:30

FILED



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 14, 2003

KELLEY J. PETERSON
1 EAST BROWARD BOULEVARD
STE. 1300
FT. LAUDERDALE, FL 33301

SUBJECT: INVESTMENT COUNSELING, INC.
Ref. Number: W03000001115

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 22 AM 8:30

FILED

We have received your document for INVESTMENT COUNSELING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 203A00001819

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. INVESTMENT COUNSELING, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW JERSEY

(State or country under the law of which it is incorporated)

3. 22-3327272

(FEI number, if applicable)

4. 8/10/93

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING OF APPLICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 515 EAST LAS OLAS BLVD., STE 1050 FT. LAUDERDALE, FL 33301

(Principal office address)

515 EAST LAS OLAS BLVD., STE 1050 FT. LAUDERDALE, FL 33301

(Current mailing address)

8. ANY AND ALL LAWFULL ACTIVITIES FOR WHICH CORPORATIONS MAY BE FORMED

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: RICHARD A. BUSH

Office Address: 515 E. LAS OLAS BLVD., STE 1050

FT. LAUDERDALE

(City)

, Florida 33301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
JAN 22 AM 8:30
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RICHARD A. BUSH

Address: 515 E. LAS OLAS BLVD., STE 1050
FT. LAUDERDALE, FL 33301

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: RICHARD A. BUSH

Address: 515 E. LAS OLAS BLVD., STE 1050
FT. LAUDERDALE, FL 33301

Vice President: _____

Address: _____

Secretary: _____

Address: _____

KAREN Z. FISCHER, FINANCIAL OPERATIONS PRINCIPAL

Address: 515 E. LAS OLAS BLVD., STE 1050, FT. LAUDERDALE, FL 33301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richard A. Bush
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard A. Bush, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INVESTMENT COUNSELING, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on August 10, 1993.*

*As of the date of this certificate, said business
continues as an active business in the State of New
Jersey. Annual Reports are outstanding for the
following year(s):*

1999

*I further certify that the registered agent and
registered office are:*

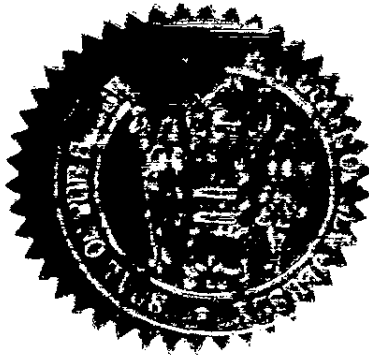
*Anthony E Locascio
59 Old Highway 22
Clinton, NJ 08809*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INVESTMENT COUNSELING, INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of December, 2002



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer