TRANSMITTAL LETTER

Registration Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

Subject:

The Strategic Counsel, L.C.

000007104340--0 -08/14/02--01024--004

\*\*\*\*160.00 \*\*\*\*160.00

Enclosed is an original and one copy of the articles of organization and a check for:

()

Filing Fee and Registered

Agent

Designation

()

Filing Fee,

Registered Agent Designation, and

Certificate of Status

()\$

Filing Fee,

Registered Agent Designation, and

Certified Copy

(x) (\$160.00)

Filing Fee,

Registered Agent

Designation,

Certified Copy, and

Certificate of Status

From: Steven Riley

4805 W. Laurel St., Suite 230

Tampa, FL 33607 (813)286-1700

# ARTICLES OF ORGANIZATION OF THE STRATEGIC COUNSEL, L.C.

The undersigned, for the purpose of forming a professional limited liability company under the Florida Limited Liability Company Act, F.S. Chapters 608 and 621, hereby makes, acknowledges, and files the following Articles of Organization.

### ARTICLE I - NAME

The name of the limited liability company shall be The Strategic Counsel, L.C., ("company").

#### ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is Laurel St., Suite 230, Tampa, FL 33607.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATUR

The name and street address of the registered agent of the company in the state of Florida are Steven Riley, Esq., 4805 W. Laurel St., Suite 230, Tampa, FL 33607.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Steven Riley President
Riley Law Firm, P.A.

#### ARTICLE V- MANAGEMENT

The Limited Liability Company is a to be managed by one or more managers and is therefore, a manager-managed company.

#### ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be September 1, 2002.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Tampa, Florida, on August 1,2002.

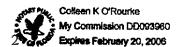
Steven Kiley, President Riley Law Firm, P.A., Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this August \_\_\_\_,2002 by Steven Riley, Esq., President Riley Law Firm, P.A., who signed this document on behalf of Riley Law Firm, P.A. a member of the Strategic Counsel, L.C. and who is \_\_\_\_\_personally known to me OR \_\_\_\_produced identification. Type of identification produced: \_\_\_\_\_\_

Notary Public -- State of Florida



## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, The Strategic Counsel, L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is The Strategic Counsel, L.C..
- The name and address of the registered agent in Florida are: Steven Riley, Esq.
   4805 W. Laurel St., Suite 230, Tampa, FL 33607.

The undersigned, being the person named in the articles of organization of The Strategic Counsel, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Steven Riley, Esq. Registered Agent