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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

OWNER'S COUNSEL OF AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
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B. McKnight FEB 04 2000

**ARTICLES OF INCORPORATION
OF
OWNERS' COUNSEL OF AMERICA, 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 Owners' Counsel of America, Inc.

ARTICLE II - PRINCIPAL OFFICE

The initial mailing address of the corporation shall be:

95 Merrick Way, Suite 320
Coral Gables, Florida 33134

ARTICLE III - NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value each.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are as follows:

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Toby Prince Brigham
President/Vice-President

203 S.W. 13 Street
Miami, FL 33130

Lorraine D. Silva
Secretary/Treasurer/Executive Director

95 Merrick Way, Suite 320
Coral Gables, FL 33134

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent of this corporation in the State of Florida shall be:

Toby Prince Brigham
203 S.W. 13 Street
Miami, Florida 33130

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

Lorraine D. Silva
95 Merrick Way, Suite 320
Coral Gables, Florida 33134



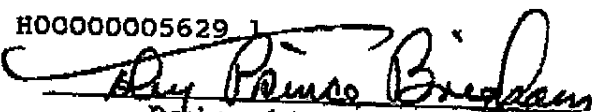
Signature/Incorporator

February 1, 2000
Date

ACCEPTANCE OF REGISTERED AGENT

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.

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Registered Agent

2/1/2000
Date