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Gerald Z. Rossow
4400 PGA Boulevard, Suite 700
Palm Beach Gardens, FL 33410

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 29, 2000

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

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-03/06/00-01125-003
*****72.50 *****72.50

Re: Private Counsel, Inc.

Dear Sir or Madame:

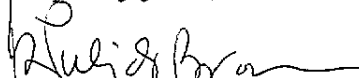
Enclosed for filing are Articles of Incorporation and Certificate of Registered Agent for the referenced corporation.

A check in the amount of \$72.50 is enclosed for the cost of incorporation. A certificate of incorporation is not required. Please return copies of the Articles and RA Certificate conformed with the date of filing at your earliest convenience to me at the following address:

10780 SE Jupiter Narrows Drive
Hobe Sound, FL 33455

Thank you.

Very truly yours,


G.E. Brown

F. O'NEILL

MAR 1 3 2000

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

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

1. The name of this corporation shall be

Private Counsel, Inc.

2. The corporation is to have perpetual existence.

3. The corporation may transact any and all lawful business activity permitted by the of the State of Florida and the United States of America.

4. The aggregate number of shares which the corporation shall have the authority to issue is 1,000. All the shares shall be common shares with a par value of \$1.00.

5. The principal office of the corporation shall be located at:

10995 SE Federal Highway
Hobe Sound, Florida 33455

The name and address of the incorporator is:

G. E. Brown
10995 SE Federal Highway
Hobe Sound, Florida 33455

Incorporator is over the age of twenty-one years and sui juris.

7. Pursuant to Florida Statutes, Chapter 48.091, the following named person is designated as resident agent for the corporation to accept service of process within the State of Florida.

G.E. Brown
10995 SE Federal Highway
Hobe Sound, Florida 33455

8. One director shall constitute the initial board of directors of the corporation, but the bylaws of the corporation may provide for increases and decreases in the number of directors as permitted by law.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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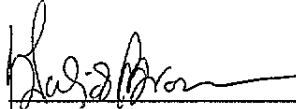
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9. The names and addresses of the members of the initial board of directors are:

G.E. Brown
10995 SE Federal Highway
Hobe Sound, Florida 33455

Nothing in these Articles of Incorporation shall be deemed to limit the powers of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 29th day of February, 2000.



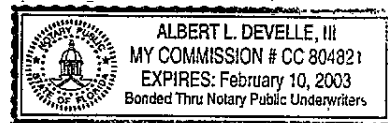
G.E. Brown, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of February, 2000, by G.E. Brown / personally known to me or / who produced a Florida driver's license as identification and who did not take an oath.



Notary Public



**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this State, naming the agent upon whom process may be served and the names and addresses of officers and directors.

The following is submitted in compliance with Florida Statutes, Chapter 48.091:

Private Counsel, Inc.

a corporation organized under the laws of the State of Florida, having its principal office and place of business at 10995 SE Federal Highway, Hobe Sound, Martin County, Florida 33455 appoints the following agent to accept service of process:

G.E. Brown
10995 SE Federal Highway
Hobe Sound, Florida 33455

Officers:

G.E. Brown	President/Sec'y	10995 SE Federal Highway.
	Treasurer	Hobe Sound, FL 33455

Directors:

G.E. Brown	Same as above
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TALLAHASSEE, FLORIDA

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ACCEPTANCE

I agree as registered agent to accept service of process, to keep the office open during prescribed business hours, to post my name in some conspicuous place in the office as prescribed by law.



G.E. Brown