

LAURIE LLOYD GORDON, P.A.

ATTORNEYS AT LAW

Laurie L. Gordon
Melissa A. Ferris

Telephone (407) 849-1668
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P 01000068815

July 9, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Staff Counsel Inc., the Registered Agent's Certificate and my check to your order in the amount of \$78.75 covering your filing fee.

Please send the charter number to this office as soon as possible. If there are any problems please contact me at that above-listed number or (407) 808-7997. Thank you for your attention to this matter.

Very truly yours,


Melissa A. Ferris

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STAFF COUNSEL, INC.

ARTICLE I - NAME

The name of this corporation is STAFF COUNSEL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of general business and such other lawful public business as may be permitted by the Statutes of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this corporation is 1653 Cheyenne Trail, Maitland, Florida 32751, and the name of the initial Registered Agent of this corporation at that address is Melissa A. Ferris.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial director of this corporation are:

Melissa A. Ferris, 1653 Cheyenne Trail, Maitland, FL 32751

Heather D. Yeadon, 1420 Lake Shadow Circle, #9207, Maitland, FL 32751

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Melissa A. Ferris
1653 Cheyenne Trail
Maitland, FL 32751

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - AMENDMENT

The effective day of incorporation shall be July 6th 2001.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this, the 6th day of July, 2001.

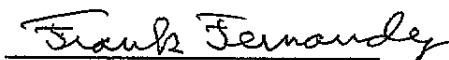


Melissa A. Ferris
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Melissa A. Ferris, incorporator of Staff Counsel, Inc., who, after being duly sworn, deposes and says that she is the person named in the foregoing Articles of Incorporation and that the facts as contained therein are true and correct and that she executed said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 6th day of July, 2001.



Print: Frank Fernandez
Notary Public-State of Florida
My Commission expires:



Frank Fernandez
Commission # CC 953678
Expires July 16, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

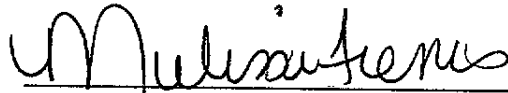
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That STAFF COUNSEL, INC., desiring to organize under the laws of the State of Florida with its principal office, mailing address and registered office address as indicated in the Articles of Incorporation at 1653 Cheyenne Trail, Maitland, Florida 32751, County of Orange, State of Florida, has named Melissa A. Ferris as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

By:



Melissa A. Ferris
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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