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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Fl 32399

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-07/25/01--01063--001
*****70.00 *****70.00

Date: July 23, 2001

Enclosed is an original and one (1) copy of the articles of incorporation for **The Investment Consulting Group, Inc.** with a check for \$70.00 for filing fees. Please return one stamped copy of the articles to the following:

Sandra Kritch
First American Financial Services, Inc.
3000 Gulf To Bay Blvd Suite 103
Clearwater, Fl 33759
(727) 712-2214

D. WHITE JUL 26 2001 dv

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is **The Investment Consulting Group, Inc.**

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The Aggregate number of shares, which the Corporation has authority to issue, is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the corporation is **28050 U.S. Hwy 19 North Suite 301 Clearwater, FL 33761**. And the name of the initial Registered Agent at such address is **Michael J. Freiwald**.

ARTICLE SIX

Directors

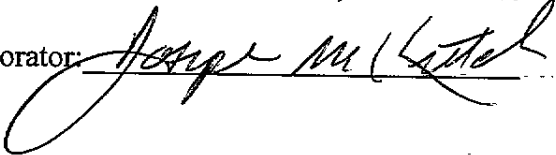
A Board of Directors consisting of a minimum of one director and a maximum of six directors shall manage the business of the Corporation.

ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc.
3000 Gulf to Bay Blvd. Suite 103
Clearwater, Florida 33759

Incorporator: 

Date: 7-23-01

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CERTIFICATED OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **The Investment Consulting Group, Inc.** desiring to organize under the laws of the State of Florida, with its principal place of business at **28050 U.S. Hwy 19 North Suite 301 Clearwater, Fl 33761** named **Michael J. Freiwald** located at **28050 U.S. Hwy 19 North Suite 301 Clearwater, Fl 33761** it's agent to accept services process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 23rd day of July 2001.

Michael J. Freiwald

Registered Agent