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FAX NO.

P. 01  
Page 1 of 2

Division of Corporations

P02000002891

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

EFFECTIVE DATE  
01-07-02

Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE

Account Number : 074323003114

Phone : (904)353-2000

Fax Number : (904)358-1872

FLORIDA PROFIT CORPORATION OR P.A.

~~The Southbank Group, Inc.~~  
Southbank Consulting Group, Inc.

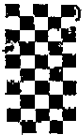
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JAN - 9 2002

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FAX NO.

P. 02



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 2001

HOLLAND & KNIGHT

SUBJECT: THE SOUTHBANK GROUP, INC.  
REF: W01000029615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

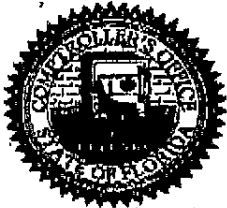
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Letter Number: 701A00067550

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DIVISION OF BANKING

FAX NO.

P. 06



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
**STATE OF FLORIDA**  
TALLAHASSEE  
32399-0350

January 8, 2002

James L. Main, Esquire  
Holland & Knight LLP  
50 N. Laura Street, Suite 3900  
Jacksonville, Florida 32202

Dear Mr. Main:

Re: Southbank Consulting Group, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager  
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
SOUTHBANK CONSULTING GROUP, INC.

EFFECTIVE DATE  
01-07-02

The undersigned, acting as incorporator of Southbank Consulting Group, Inc. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: Southbank Consulting Group, Inc. The street address of the initial principal office and the mailing address of the Company is 1200 Riverplace Blvd., Suite 902, Jacksonville, FL 32207.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on January 7, 2002, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 2,000 shares of common stock having a par value of \$.001 per share (the "Common Stock").

Prepared by James L. Main  
Florida Bar No. 193367  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 300, Miami, Florida 33131-3209 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Karl Caldabaugh  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

Ben T. Franklin, Jr.  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

James H. Dahl  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

Arthur L. Cahoon  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

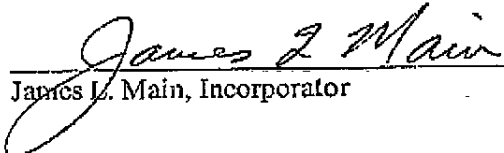
ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the

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Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

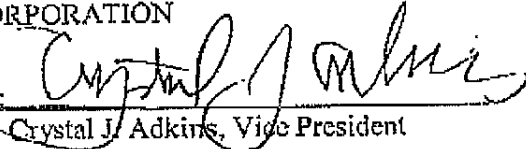
  
James L. Main, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:

  
Crystal J. Adkins, Vice President

Dated: January 7, 2001

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