

P02000065026

FILED

June 10, 2002

Via FedEx

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
409 E. Gaines Street
Tallahassee, FL 32399

02 JUN 11 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Independent General Counsel, P.A.

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*****87.50 *****87.50


Ladies and Gentlemen:

Enclosed are an original and two (2) copies of the Articles of Incorporation for Independent General Counsel, P.A.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Status at my Atlanta office: 3375 Spring Hill Parkway, SE, #617, Smyrna, GA 30080. My number at that address is (770) 329-2912.

I have enclosed a check for \$87.50 payable to Florida Department of State, representing the requisite fees.

Sincerely,



Richard W. Probert
8603 S. Dixie Highway
Suite 315
Miami, FL 33143
(305) 668-3226

Enclosures (4)

CB6-12

**ARTICLES OF INCORPORATION
OF
INDEPENDENT GENERAL COUNSEL, P.A.**

ARTICLE I - NAME

The name of this corporation is **Independent General Counsel, P.A.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this corporation shall be 8603 S. Dixie Highway, Suite 315, Miami, FL 33143.

ARTICLE III - PURPOSE

This corporation shall be a professional services corporation. This corporation is organized for the purpose of transacting any and all lawful business that may be conducted in connection with the rendering of professional legal services.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares that this Corporation is authorized to issue is 5,000 shares. The rights and preferences of all outstanding shares of Common Stock shall be identical. The holders of outstanding shares of Common Stock shall have the right to vote on all matters submitted to a vote of the stockholders of this Corporation, on the basis of one vote per share of Common Stock owned. Upon the voluntary or involuntary liquidation, dissolution and winding-up of this Corporation, the net assets of this Corporation available for distribution shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights and interests.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of this corporation, but shall never be less than one (1). The name and address of the initial director are as follows: Richard W. Probert, 8603 S. Dixie Highway, Suite 315, Miami, FL 33143.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Richard W. Probert, 8603 S. Dixie Highway, Suite 315, Miami, FL 33143, and the name of the initial registered agent of this corporation at that address is Richard W. Probert.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are as follows: Richard W. Probert, 8603 S. Dixie Highway, Suite 315, Miami, FL 33143.

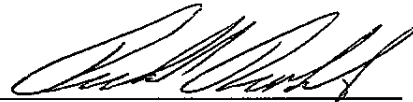
ARTICLE VIII - LIABILITY OF DIRECTORS

To the fullest extent permitted by the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act as the same now exist or may hereafter be amended in a manner more favorable to directors, a director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE IX- INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of this Corporation or any predecessor of this Corporation or serves or served any other enterprise as a director, officer or employee at the request of this Corporation or any predecessor of this Corporation.

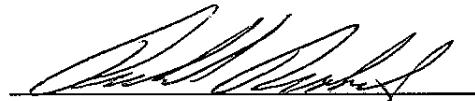
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 2002.



Richard W. Probert, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:



Richard W. Probert

Date: June 10, 2002