

SEP 27 01:05 PM FROM: AKERMAN, SENTERFITT & EIDSON, P.A. TO: 68 01/04 F-2007  
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Florida Department of State  
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From: Rosa Wong, Paralegal

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**REPUBLIC CONSULTING GROUP, INC.**

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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
REPUBLIC CONSULTING GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is **REPUBLIC CONSULTING GROUP, INC.**, (hereafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

2210 S.W. 28<sup>TH</sup> Street  
Coconut Grove, Florida 33133

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is organized is to transact any lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, par value \$0.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is c/o Julie A. S. Williamson, Esq., One Southeast Third Avenue, 28<sup>TH</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

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**ARTICLE VI**  
**INITIAL DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until their successors are duly elected and qualified are:

Jeffrey B. Williamson  
1500 San Remo Boulevard  
Suite 177  
Coral Gables, Florida 33146

Joe DiNanno  
1500 San Remo Boulevard  
Suite 177  
Coral Gables, Florida 33146

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Jeffrey B. Williamson, 1500 San Remo Boulevard, Suite 177, Coral Gables, Florida 33146.

**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, has executed these Articles of Incorporation this September 27, 2006.

  
\_\_\_\_\_  
Jeffrey B. Williamson, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **REPUBLIC CONSULTING GROUP, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this September 27, 2006.

AMERICAN INFORMATION SERVICES, INC.,  
as Registered Agent

By: \_\_\_\_\_

Rosa Wong, Assistant Secretary

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