

John Schwartz P96000011037

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MEMBER: FLORIDA AND CALIFORNIA BAR
January 26, 1996

Attorney at Law

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: INL COUNSELING SERVICES, INC.

Gentleman:

Enclosed please find the original and copy of the
Articles of Incorporation of WILLOW ELECTRONICS, INC., together
with my check in the amount \$122.50 covering the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Thank you for your attention to this matter.

Very truly yours,

John Schwartz
John Schwartz

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FILED
96 FEB -1 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*SMS
2/5/96*

ARTICLES OF INCORPORATION
OF
I & L COUNSELING SERVICES, INC.

FILED
96 FEB -1 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is : I & L COUNSELING SERVICES, INC.

ARTICLE II
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 3501 W. VINE STREET, SUITE 382, KISSIMMEE, FLORIDA until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John Schwartz. The street address

of the initial registered office of this corporation is , 3501 W. VINE STREET, SUITE 382, KISSIMMEE, FLORIDA 34741.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

IRENE ACOSTA	Director/Pres
3501 W. Vine St.	
Kissimmee, Florida 34741	

ARTICLE VIII
Incorporator

The name and street address of the incorporators are:

Name	Address
IRENE ACOSTA	3501 W. Vine St., Kissimmee, Florida 34741

ARTICLE IX
By laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved

by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 26th day of January, 1996.



Irene Acosta, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

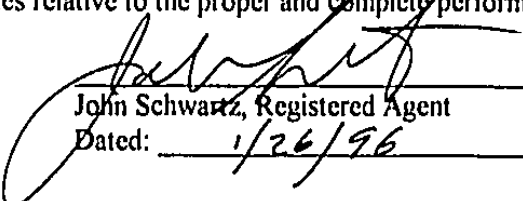
That I & L COUNSELING SERVICES, INC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Kissimmee, State of Florida, has named JOHN SCHWARTZ located at 3501 W. Vine St., Suite 382, City of Kissimmee, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office is 3501 W. Vine St., Ste 382, Kissimmee, Florida 34741 and the street address of the business of the registered agent is 3501 W. Vine St., Ste 382, Kissimmee, Florida 34741.


Irene Acosta, Incorporator

Dated: January 26, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


John Schwartz, Registered Agent
Dated: 1/26/96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA