

P96000061021

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700001900427
-07/22/96--01041--012
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Company Council Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
95 JUL 22 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
95 JUL 22 AM 11:58
DIVISION OF CORPORATION

12296
Examiner's Initials KRC

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95 JUL 22 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Company Counsel Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
7500 Coquina Drive
North Bay Village, Florida 33141

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Robin D. Prever
7500 Coquina Drive
North Bay Village, Florida 33141
Irene Fonzi
7500 Coquina Drive
North Bay Village, Florida 33141
Alfredo Guerra
7500 Coquina Drive
North Bay Village, Florida 33141

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 22, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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

First that Company Counsel Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: July 22, 1996

Teresa Roman
Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 22, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

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TALLAHASSEE, FLORIDA

P96000061021

Irene Fonzi
Attorney at Law
1140 Kennedy Causeway, Suite 310
North Bay Village, FL 33141
Telephone (305) 864-3456
Fax (305) 864-3476

FILED
95 SEP 11 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 7, 1996

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

100001944991
~~09/11/96 01005 015~~
*****43.75 *****43.75

RE: Company Counsel Legal Services, Inc.

Dear Secretary of State:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for Company Counsel which change the name of the company and change the registered agent. The requisite \$35.00 fee is enclosed.

In addition, please send me a certificate of status for the corporation showing the new company name. The fee of \$8.75 for that is enclosed.

The total amount then enclosed is \$43.75

Please call me if you have any questions or comments. Thank you very much for your prompt attention to this matter.

Very truly yours,

Irene Fonzi

Irene Fonzi

c:\wpwin\lfr\arham

Amend & N/c

VS SEP 16 1996

Articles of Amendment
to
Articles of Incorporation
of
Company Counsel, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation shall be changed to "Company Counsel Legal Services, Inc."

SECOND: The registered agent shall be : Irene Fonzi, Esq. at Suite 310, 1440 Kennedy Causeway, North Bay Village, FL 33141.

THIRD: The date of each of these amendments adoption shall be as of August 15, 1996.

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 15th day of August, 1996.

COMPANY COUNSEL LEGAL SERVICES, INC.

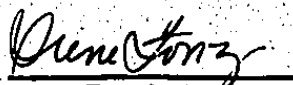
Signature



Senior Vice President / Director

Acceptance by Registered Agent

The undersigned Registered Agent is familiar with and accepts the obligations and appointment of the position as Registered Agent.



Irene Fonzi

1440 Kennedy Causeway, Suite 310
North Bay Village, FL 33141
Phone: (305) 864-3456