

99600 0091663

FRANKS & BOSWELL, P. A.  
ATTORNEYS AT LAW  
189 BRADLEY PLACE - PO. BOX 741  
PALM BEACH, FLORIDA 33480  
TEL. 561 / 833-9600 FAX 561 / 833-3862

WASHINGTON OFFICE  
1725 DE SALES STREET, N.W.  
SUITE 800  
WASHINGTON, D.C. 20036  
202 / 342-3907

E-MAIL: [dboswell@counsel.com](mailto:dboswell@counsel.com)

OF COUNSEL:  
KIRK GRANHAM  
BRUCE D. BERGER

November 1, 1996

000001996620--9  
-11/05/96--01159--009  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: FILING ARTICLES OF INCORPORATION  
GREATER SOUTH CONSULTING GROUP, INC.

Dear Sir/Madam:

Please find enclosed a fully executed articles of incorporation for GREATER SOUTH CONSULTING GROUP, INC., which includes a designation and acceptance of registered agent. Enclosed please find a check in the amount of \$122.50 for your fee. If the fee is incorrect, please call me at (561) 833-9600 so that another check can be mailed immediately.

I would appreciate your stamping the enclosed copy of the articles and returning in the enclosed Federal Express envelope.

Thanks for your assistance.

Sincerely,



Don R. Boswell

FILED  
96 NOV -5 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DRB:lb  
Encl

NOV 7 1996 BSB

ARTICLES OF INCORPORATION  
OF

GREATER SOUTH CONSULTING GROUP, INC.

FILED

96 NOV -5 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is Greater South Consulting Group, Inc.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a management consulting company.

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V. - PRE-EMPTIVE RIGHTS

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

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 189 Bradle Place, Palm Beach, FL 33480, and the name of the initial registered agent of this corporation at the above address is Don R. Boswell.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is:

Don R. Boswell  
189 Bradley Place  
Palm Beach, FL 33480

ARTICLE VIII. - INCORPORATORS

The name and address of the Incorporator signing these articles is: Don R. Boswell, 189 Bradley Place, Palm Beach, FL 33480.

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, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

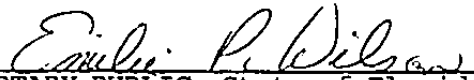
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15 day of November, 1996.

  
By Don R. Boswell  
Incorporator

STATE OF FLORIDA            )  
  )     SS:  
COUNTY OF PALM BEACH    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Don R. Boswell, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 15<sup>th</sup> day of November, 1996.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



EMILIE P. WILSON  
COMMISSION # CC415712  
EXPIRES OCT 24, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC

ACCEPTANCE OF REGISTERED AGENT

I, Don R. Boswell, am familiar with and accept the duties and responsibilities as Registered Agent for Greater South Consulting Group, Inc.

Don R. Boswell  
Don R. Boswell

**FILED**  
96 NOV -5 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
  ) ss.  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 4th day of November, 1996, by Don R. Boswell, who is personally known to me, or who has produced \_\_\_\_\_ as identification and who did take an oath.

Patricia A. Detty  
Notary Public-State of Florida  
(Print) PATRICIA A. DETTY

My Commission Number is:



PATRICIA A. DETTY  
MY COMMISSION # CC274900 EXPIRES  
April 7, 1997  
BONDED THRU TROY FARM INSURANCE, INC.