

FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

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DIVISION OF CORPORATIONS
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NAME: CONSENSUS RESOURCE GROUP, INC.

AUDIT NUMBER.....H97000000486

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES.....4

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**ARTICLES OF INCORPORATION
OF
CONSENSUS RESOURCE GROUP, INC.**

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The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Consensus Resource Group, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 100 shares of common stock having a nominal or par value of \$.10 per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 3301 W. San Jose Street, Tampa, Florida 33629, and the initial registered agent at such address will be L. Stephen LaBour. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is L. Stephen LaBour, whose address is 3301 W. San Jose Street, Tampa, Florida 33629.

Leslie H. Gladfelter, Attorney Fl. Bar # 307777
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-0151 fax (941) 748-0158

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ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) director (s) initially. The number of Directors may be increased or diminished from time to time by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
L. Stephen LaBour	3301 W. San Jose Street Tampa, Florida 33629
Susan G. Swift	3301 W. San Jose Street Tampa, Florida 33629

ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.


ARTICLE XIII. AFFILIATED TRANSACTIONS

The corporation elects not to be governed by the provisions of Section 607.0901, *Florida Statutes (1996)*, regarding affiliated transactions.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and

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acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.


L. Stephen LaBour

STATE OF FLORIDA)
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 8 day of January, 1997 by L. Stephen LaBour who has produced as identification or who is personally known to me and who did not take an oath.


NOTARY PUBLIC
Leslie H. Gladfelter
(name of officer typed, printed
or stamped)

My Commission Expires:

commission/serial number



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Consensus Resource Group, Inc. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3301 W. San Jose Street, Tampa, Florida 33629 with L. Stephen LaBour as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above- stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


L. Stephen LaBour

DATED this the 8 day of January, 1997.

CAWPDOCS\CORP\LES\IE\CONSENSU\CONSENS.[lbg]7 January 1997

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TALLAHASSEE, FLORIDA

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