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TREISER, KOBZA & VOLPE, CHD.  
ATTORNEYS AT LAW

The Northern Trust Building  
4001 Tamiami Trail North  
Suite 330  
Naples, Florida 34103  
Telephone (941) 649-4900  
Fax (941) 649-0823

April 25, 1997

Lisa H. Barnett  
A. Kimberly Brosseit  
Kent A. Johanson \*  
Catherine E. Kidon  
Kim Patrick Kobza o  
Stanley J. Lieberfarb  
Richard M. Treiser  
Pieter G. VanDien  
Christopher T. Vernon  
Michael J. Volpe \*

Richard Shapack o  
of Counsel

William L. Rogers  
of Counsel

\* Also admitted in Iowa  
o Also admitted in Michigan  
+ Also admitted in New York  
† Board Certified  
Tax Attorney

Attorneys Title Insurance Fund  
Attn: Order Department  
660 Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Re: Advice & Consent, Inc.  
Our File Number: 3274.001  
Member Number: 5004

000002163100--7  
-05/02/97--01050--014  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Advice & Consent, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHD.

Leslie L. Browning  
Paralegal  
For The Firm

Enclosures

ENC: Clients Transactions/Graydon, Steven R. 921 035/Advice & Consent Corporation/Letter to The Fund for filing Articles of Incorporation (1lb)

RECEIVED  
97 MAY -2 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVICE & CONSENT, INC.**

FILED  
97 MAY -2 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is Advice & Consent, Inc. The address of the Corporation is 467 U.S. 27 North, Lake Placid, Florida 33852.

**ARTICLE II**

**DURATION**

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**SHARES**

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

There shall be no pre-emptive rights for any shareholder.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the sole Incorporator is Steven R. Graydon, 1244 County Road 17 North, Lake Placid, Florida 33852.

**ARTICLE VII**  
**BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the names and addresses of such initial Directors are as follows:

Mr. Steven R. Graydon  
1244 County Road 17 North  
Lake Placid, Florida 33852

Mrs. Mary Katharine Graydon  
1244 County Road 17 North  
Lake Placid, Florida 33852

**ARTICLE IX**  
**CONTRACTS WITH DIRECTORS**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

**ARTICLE X**  
**SHAREHOLDERS' PROPERTY**

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

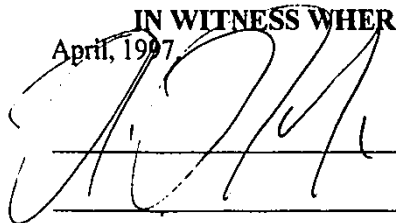
**ARTICLE XI**  
**INDEMNIFICATION**

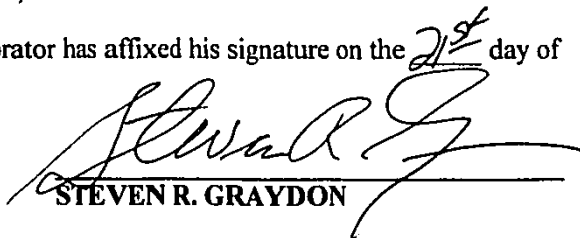
The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE XII**  
**REGISTERED AGENT AND OFFICE**

The registered agent of the Corporation is Steven R. Graydon, and the address of the registered office is 467 U.S. 27 North, Lake Placid, Florida 33852.

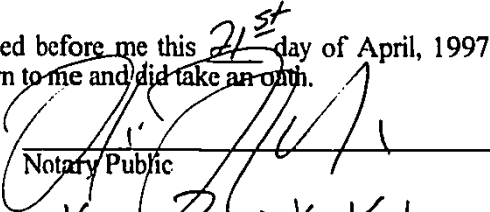
IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 21<sup>st</sup> day of April, 1997

  
\_\_\_\_\_

  
STEVEN R. GRAYDON

STATE OF FLORIDA  
COUNTY OF COLLIER

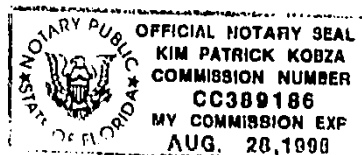
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 1997 by **STEVEN R. GRAYDON**, who is personally known to me and did take an oath.

  
Notary Public

Kim Patrick Kobza  
Typed, Printed or Stamped Name

My Commission Expires: \_\_\_\_\_

My Commission No. is: \_\_\_\_\_



### ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 22 day of April, 1997.

  
STEVEN R. GRAYDON

\\Clients\Transactions\Graydon, Steven R\Articles of Incorporation of 4-16-97

FILED  
97 MAY -2 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA