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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

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FAX #:

(212)431-1441

NAME: GALLAGHER AND CUSACK MEDIATION INC.

AUDIT NUMBER.....H97000008926

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

BLUMBERG/EXCELSIOR

SUBJECT: GALLAGHER AND CUSACK MEDIATION INC.
REF: W97000012732

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000008926
Letter Number: 897A00029458

H97000008926

ARTICLES OF INCORPORATION
OF
GALLAGHER AND CUSACK MEDIATION INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **GALLAGHER AND CUSACK MEDIATION INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **ONE MACK CENTER, SUITE 1200, 501 EAST KENNEDY BLVD., TAMPA, FL 33102** and the name of its initial registered agent at such address is **JAMES J. CUSACK**.
6. The number of directors constituting the initial board of directors is **TEO** and the name and address of each person who is to serve as a member thereof is as follows:

JAMES J. CUSACK, ONE MACK CENTER, SUITE 1200, 501 E. KENNEDY BLVD., TAMPA, FL 33102 &
DANIEL E. GALLAGHER, ONE MACK CENTER, SUITE 1200, 501 E. KENNEDY BLVD., TAMPA, FL 33102
7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 05/28/97

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of GALLAGHER
AND CUSACK MEDIATION INC. , the within named corporation.

Dated: 5/28/97


JAMES J. CUSACK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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