

P98000023119

TRANSMITTA LETTER

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

Subject: Counterpoint Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of designation of registered agent/registered office. Enclosed also please find a check in the amount of Seventy (\$70.00) dollars.

FROM: Diane McKnight
4615 Philips Manor Place
Amelia Island, FL 32034

PHONE 904-261-1019

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98 MAR 10 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/11/98-tem

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE ONE

The name of the corporation shall be:

Counterpoint Inc.

ARTICLE TWO

The principle place of business and mailing address of this corporation shall be:

**P.O. Box 1980
AMELIA ISLAND, FL 32034**

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares

ARTICLE FOUR

The name of the initial registered agent is:

**Diane McKnight
4615 Philips Manor Place
Amelia Island, FL 32034**

ARTICLE FIVE

The name and address of the incorporator is:

**Diane McKnight
4615 Philips Manor Place
Amelia Island, FL 32034**

The undersigned incorporator has executed these Articles of Incorporation the ninth day of March, 1998.

Signature: _____

Diane McKnight

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT OF DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : **Counterpoint Inc.**
2. The name of the registered agent and office is:
Diane McKnight
4615 Philips Manor Place
Amelia Island, FL 32034

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Diane McKnight Date: 3-9-98

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