

IN-HOUSE COUNSEL
H E A L T H C A R E
A PROFESSIONAL ASSOCIATION

P98000040984

April 8, 1998

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

800002486858--2
-04/13/98--01106--001
*****70.00 *****70.00

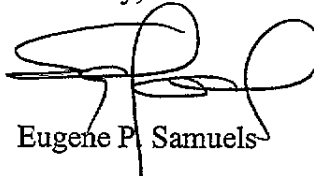
Re: Articles of Incorporation of In-House Counsel, P.A.

Dear Sir or Madam:

Enclosed please find the above-referenced Articles of Incorporation and a check in the amount of \$70.00 for filing with the Secretary of State.

Please contact me at (305) 388-7559 if you need further information.

Cordially,



Eugene P. Samuels

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - PM 1:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 1:42

W98-8337
5/6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1998

EUGENE P. SAMUELS
IN-HOUSE COUNSEL HEALTHCARE
11242 SOUTHWEST 128 PL.
MIAMI, FL 33186

SUBJECT: IN-HOUSE COUNSEL, P.A.
Ref. Number: W98000008337

We have received your document for IN-HOUSE COUNSEL, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 198A00019872

IN-HOUSE COUNSEL
H E A L T H C A R E
A PROFESSIONAL ASSOCIATION

April 8, 1998

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

Re: Articles of Incorporation of In-House Counsel Healthcare, P.A.


Dear Sir or Madam:

Enclosed please find the above-referenced Articles of Incorporation. Note that I changed the name from In-House Counsel, P.A. in order to distinguish it from the administratively dissolved entity as pointed out in your letter of April 14, 1998.

You already have my check in the amount of \$70.00.

Please contact me at (305) 388-7559 if you need further information.

Cordially,



Eugene P. Samuels

enclosures

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY -6 PM 1:42

**ARTICLES OF INCORPORATION
OF
IN-HOUSE COUNSEL HEALTHCARE, P.A.**

ARTICLE I. NAME

The name of this corporation shall be In-House Counsel Healthcare, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the practice of law and the transaction of any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common capital stock, \$0.01 par value.

ARTICLE V. INDEMNIFICATION

This corporation shall indemnify any officer director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VI. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 11242 S.W. 128 Place, Miami, Florida 33186.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 11242 S.W. 128 Place, Miami, Florida 33186.

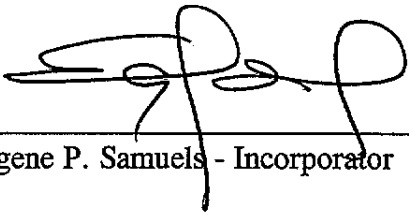
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eugene P. Samuels.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eugene P. Samuels, 11242 S.W. 128 Place, Miami, Florida 33186.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any right conferred upon the shareholders shall be subject to this reservation.

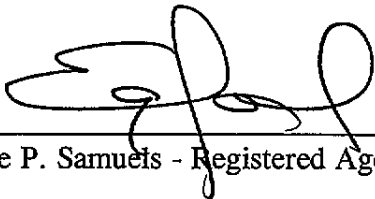


Eugene P. Samuels - Incorporator

FILED OF STATE
SECRETARY OF CORPORATIONS
98 MAY 1 - 5 PM 1:42

ACCEPTANCE OF REGISTERED AGENT

I hereby accept my designation as registered agent and agree to serve as the registered agent of In-House Counsel Healthcare, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for In-House Counsel Healthcare, P.A.



Eugene P. Samuels - Registered Agent