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TRANSMITTAL LETTER

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

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-06/26/00--01092--018
*****78.75 *****78.75

Date : 06/015/2000

Subject : Florida Consulting & Finance, INC. (proposed corporate name)

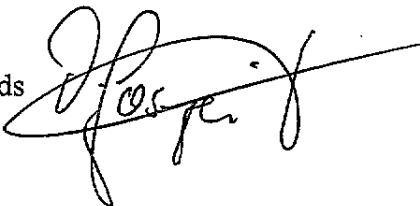
Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$ 78.75 Filing Fee & Certificate

FROM : Mr. T. Josupeit
16520 S Tamiami Trl. #23,
Ft. Myers, FL 33908

Please send the certificate and the articles to my address.

Best Regards



FILED
00 JUN 26 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JF 6/28

ARTICLES OF INCORPORATION

OF

Florida Consulting & Finance, INC.

The undersigned incorporater hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30 JUN 26 AM 9:02

FILED

ARTICLE I - NAME

The name of this corporation shall be :

Florida Consulting & Finance, INC.

The address of the principal office of this corporation shall be 2015 El Dorado Pkwy, Cape Coral, Florida, 33914 and the mailing address of the corporation shall be 2015 El Dorado Pkwy, Cape Coral, Florida, 33914

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country or nation .

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **100,000** shares of common stock having **\$100,00** par value per share .

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2015 El Dorado Pkwy, Cape Coral, Florida, 33914 and the name of the initial registered agent of the corporation is **Mr.T. Josupeit** .

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one or more than five. The name and street address of the initial members of the Board of Directors is:

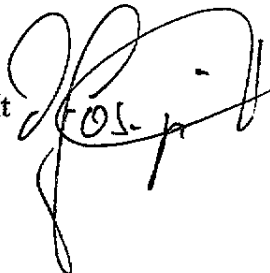
Mr. Torsten Josupeit
2015 El Dorado Pkwy
Cape Coral, Fl. 33914
USA

ARTICLE VIII - INCORPORATORS

The names and street address of the persons signing these Articles of Incorporation is :

Mr. Torsten Josupeit
2015 El Dorado Pkwy
Cape Coral, Fl. 33914
USA

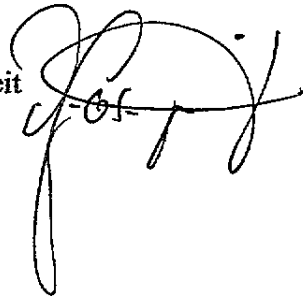
T. Josupeit

A handwritten signature in black ink, appearing to be 'T. Josupeit', written over a faint, larger version of the typed name.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

Torsten Josupeit, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Status.

T. Josupeit

A handwritten signature in black ink, appearing to be 'T. Josupeit', written over a horizontal line.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 26 AM 9:02

FILED