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LAW OFFICES OF
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A Professional Association

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September 20, 2002

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

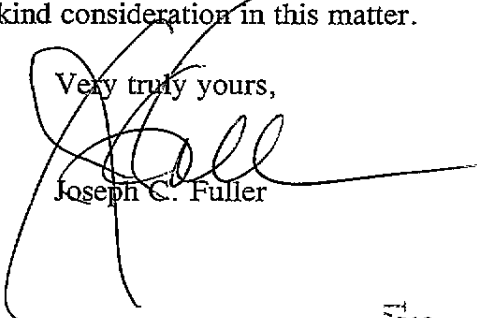
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Re: Proposed corporation to be known as:
BUSINESS CONSULTING & MANAGEMENT SERVICES, INC.

To Whom It May Concern:

Please find enclosed original and one copy of Articles of Incorporation (which includes designation and acceptance of Registered Agent) for the above proposed corporation. Please find enclosed our firm's check in the amount of \$ 78.75 made payable to the "Florida Department of State", for \$ 35.00 filing fee, \$ 35.00 fee for designation of registered agent, and \$ 8.75 for a conformed copy of the Articles of Incorporation. Please provide our office with the conformed copy of the Articles upon filing. Thank you for your kind consideration in this matter.

Very truly yours,


Joseph C. Fuller

FILED
02 SEP 25 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm a/30

ARTICLES OF INCORPORATION
OF
BUSINESS MANAGEMENT & CONSULTING SERVICES, INC.

FILED
02 SEP 25 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Business Management & Consulting Services, Inc., and its principal place of business shall be located at 11850 U. S. Highway 441, Mount Dora, Florida 32757.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at Ten and 00/100 Dollars (\$10.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 18500 U.S. Highway 441, Mount Dora, Florida 32757, and the name of the initial registered agent of this corporation at that address is Louis R. Biron.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one(1) Director who shall serve until his successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation

shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Louis R. Biron	18500 U.S. Highway 441, Mount Dora, Florida 32757

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President Louis R. Biron	11850 U.S. Highway 441, Mount Dora, Florida 32757
Vice President Louis R. Biron	11850 U.S. Highway 441, Mount Dora, Florida 32757
Secretary Louis R. Biron	11850 U.S. Highway 441, Mount Dora, Florida 32757
Treasurer Louis R. Biron	11850 U.S. Highway 441, Mount Dora, Florida 32757

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Louis R. Biron	11850 U.S. Highway 441, Mount Dora, Florida 32757

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or

failed to perform his duties as an officer or director as provided
§607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 23 September, 2002.

By: Louis R. Biron
Louis R. Biron
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Business Management & Consulting Services, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Louis R. Biron, located at 11850 U.S. Highway 441, Mount Dora, Florida 32757, as its agent to accept service of process within Florida.

Dated: 23 September, 2002.

By: Louis R. Biron
Printed Name: Louis R. Biron
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 agree to act in this 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.

Dated: 23 September, 2002.

By: Louis R. Biron
Printed Name: Louis R. Biron
Registered Agent

FILED
02 SEP 25 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA