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LAW OFFICE
JORGE E. HERNANDEZ, P.A.

321 GRANELLO AVENUE
CORAL GABLES, FLORIDA 33146
OFFICE (305) 461-4561
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December 12, 1996

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

RE: ANDOVER CONSULTING, INC.

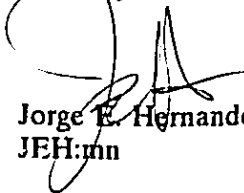
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****123.00 ****123.00

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, along with our check in the amount of One Hundred Twenty Three Dollars (\$123.00).

Please place these documents in line for processing and forward a certified copy of said Articles of Incorporation to the above address upon completion of processing. Thank you very much.

Sincerely,



Jorge E. Hernandez, Esq.
JEH:mn

Enclosures

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96 DEC 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

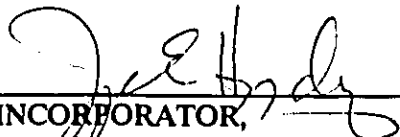
amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **INDEMNIFICATION.** To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. **INCORPORATOR.** The name and address of the incorporator is:

Jorge E. Hernandez

311 Granello Avenue
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of December, 1996.



INCORPORATOR,
Jorge E. Hernandez, trustee

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Jorge E. Hernandez, Esq., who has produced Personally Known identification and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of December, 1996.

MY COMMISSION EXPIRES:



NOTARY PUBLIC, State of Florida



Maritza Mendoza
My Commission CC572577
Expires Jul. 28, 2000



Maritza Mendoza
My Commission CC572577
Expires Jul. 28, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 607.325 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that, **ANDOVER CONSULTING, INC.** the undersigned corporation organized to do business under the laws of this State, has appointed **JORGE E. HERNANDEZ, ESQUIRE**, as its agent to accept service of process within this State at the following address:

JORGE E. HERNANDEZ, Esquire
311 Granello Avenue
Coral Gables, Florida 33146

Having been named to accept service of process for the above stated corporation, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Jorge E. Hernandez, Esquire

Date: 12 10 96

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TALLAHASSEE, FLORIDA