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Cooper & Byrne PA
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2414 E. Plaza Drive
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Tallahassee FL 32308 671-1111
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 2:41

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-03/24/97--01035--003
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Strategic Consulting USA Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Call when ready
671-1111
Pam Williams

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
STRATEGIC CONSULTING USA, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 2:41

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be Strategic Consulting USA, Inc.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of consulting with "Executive-level" corporate/government/institutional management, in order to implement the concepts of "Corporate Strategic Planning," while at the same time, utilizing only the highest standards of ethics, integrity, honesty and morality, and for any other business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Franklin C. Odom. The address of the registered agent shall be 3370 Capital Circle N.E., Suite C-3, Tallahassee, Florida 32308.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 3370 Capital Circle N.E., Suite C-3, Tallahassee, Florida 32308.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of voting common stock having a par value of ten cents (\$0.10) each.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one director (1) nor more than seven (7). The Board of Directors of the Corporation shall consist of all of the stockholders (or, if any stockholder is a corporation or other entity, such shareholder's duly authorized representative). The initial director of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Franklin C. Odom	3370 Capital Circle N.E., Suite C-3 Tallahassee, Florida 32308

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Franklin C. Odom, 3370 Capital Circle N.E., Suite C-3, Tallahassee, Florida 32308.

ARTICLE X

Officers

The officers of the Corporation shall be a president, vice president and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or

employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the initial officers are as follows:

Office

Name

President, Secretary and Treasurer

Franklin C. Odom

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 24th day of March, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.


FRANKLIN C. ODOM, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared FRANKLIN C. ODOM, and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 24th day of March, 1997.



Pamela B. Williams
MY COMMISSION # CC513684 EXPIRES:
December 15, 1999
BONDED THRU TROY FAHN INSURANCE, INC.

Pamela B. Williams
NOTARY PUBLIC - STATE OF FLORIDA
Pamela B. Williams
PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me _____
or produced the following identification: _____

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

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97 MAR 24 PM 2:41

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **STRATEGIC CONSULTING USA, INC.**
2. The name and address of the registered agent and office is:

Franklin C. Odom
(NAME)

3370 Capital Circle N.E., Suite C-3
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308
(CITY/STATE/ZIP)

SIGNATURE Franklin C. Odom
TITLE Incorporator
DATE 3-24-97

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 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.

SIGNATURE Franklin C. Odom
DATE 3-24-97
REGISTERED AGENT FILING FEE: \$35.00