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Law Offices Of  
**STEVEN SILVERMAN**  
A Professional Association

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November 17, 1997

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32301

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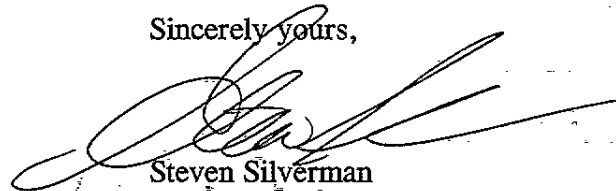
**RE: Evergreen Advisory & Consulting Group, Inc.**  
**Our File No. 97-3331**

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,



Steven Silverman

SS/cd  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EVERGREEN ADVISORY & CONSULTING GROUP, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: EVERGREEN ADVISORY & CONSULTING  
GROUP, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V  
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI  
PREEMPTIVE RIGHTS

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

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation shall be located at:

1800 N.E. 114th Street, #2310  
Miami, Florida 33181

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is:

1800 N.E. 114th Street, #2310  
Miami, Florida 33181

The name and address of the initial registered agent of the corporation is:

ALESSANDRO ZERBONE  
1800 N.E. 114th Street, #2310  
Miami, Florida 331

**ARTICLE IX**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

**ALESSANDRO ZERBONE, President/Secretary/Treasurer**  
1800 N.E. 114th Street, #2310  
Miami, Florida 33181

**FRANCESCO VIGNOLA**  
1800 N.E. 114th Street, #2310  
Miami, Florida 33181

**MARIO GIACOMAZZI**  
1800 N.E. 114th, Street, #2310  
Miami, Florida 33181

#### ARTICLE X

#### INCORPORATORS

The names and addresses of the persons signing these Articles are:

**ALESSANDRO ZERBONE**  
1800 N.E. 114th Street, #2310  
Miami, Florida 33181

**FRANCESCO VIGNOLA**  
1800 N.E. 114th Street, #2310  
Miami, Florida 33181

**MARIO GIACOMAZZI**  
1800 N.E. 114th, #2310  
Miami, Florida 33181

#### ARTICLE XI

#### ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

#### ARTICLE XII

#### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

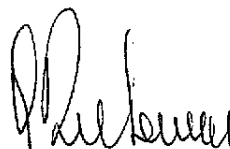
ARTICLE XIII  
INDEMNIFICATION

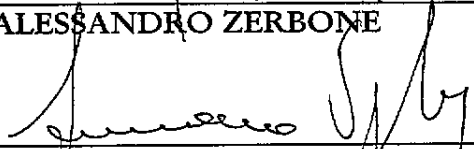
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

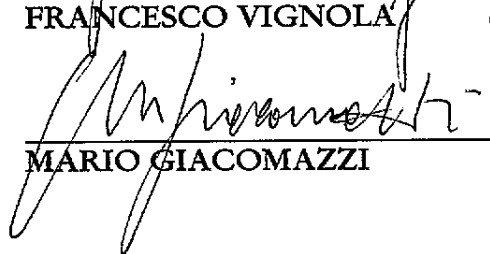
ARTICLE XIV  
AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 14 day of November, 1997.

  
\_\_\_\_\_  
ALESSANDRO ZERBONE

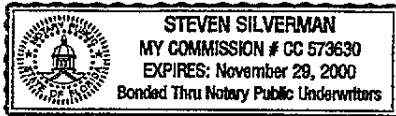
  
\_\_\_\_\_  
FRANCESCO VIGNOLA


  
\_\_\_\_\_  
MARIO GIACOMAZZI

STATE OF FLORIDA }  
                                  } SS:  
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared, Alessandro Zerbone, Francesco Vignola and Mario Giacomazzi, to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 14 day of November, 1997.



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: STEVEN SILVERMAN

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:  
That EVERGREEN ADVISORY & CONSULTING GROUP, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its principal place of business at City of  
Miami, State of Florida, has named ALESSANDRO ZERBONE, located at 1800 N.E. 114th  
Street, #2310, Miami, Florida 33181, as its agent to accept service of process within Florida.

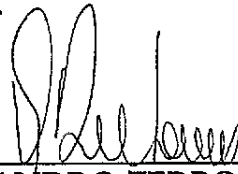


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ALESSANDRO ZERBONE

Having been named 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, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

Dated this 14th day of November 1997.



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ALESSANDRO ZERBONE