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ACCOUNT NO. : 072100000032

REFERENCE : 603962 85290A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 28 PM 3:13

ORDER DATE : February 28, 2000

ORDER TIME : 11:52 AM

ORDER NO. : 603962-005

CUSTOMER NO: 85290A

CUSTOMER: Peggy Mcentee, Legal Assistant  
JOHN W. CASE, ESQ  
JOHN W. CASE, ESQ  
3rd Floor  
2900 East Oakland Park Blvd  
Ft. Lauderdale, FL 33306

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-02/28/00--01127--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: VELVET HAMMER CONSULTING  
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED  
00 FEB 28 PM 1:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*J 2/28/00*

EFFECTIVE DATE

2/25/00

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**ARTICLES OF INCORPORATION**

**OF**

**VELVET HAMMER CONSULTING GROUP, Inc.**

**ARTICLE I - NAME - LOCATION**

The name of this corporation is VELVET HAMMER CONSULTING GROUP, Inc. located at  
1451 West Cypress Creek Road, Suite 204, Fort Lauderdale, Florida 33309.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of execution and  
acknowledgment of these articles.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of ONE DOLLAR (\$1.00)  
par value common stock which shall be designated "Common Shares".

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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:

2900 East Oakland Park Boulevard, Third Floor

Fort Lauderdale, Florida 33306

and the name of the initial registered agent of this corporation at that address is:

John W. Case, Esq.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

##### **NAME**

##### **ADDRESS**

LuAnn Hazen

11397 N.W. 15<sup>th</sup> Court  
Pembroke Pines, Florida 33026

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

**NAME**

LuAnn Hazen

**ADDRESS**

11397 N.W. 15<sup>th</sup> Court  
Pembroke Pines, Florida 33026

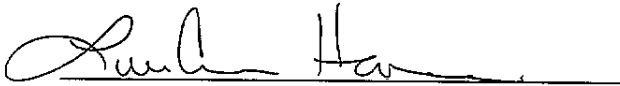
**ARTICLE IX - AMENDMENT**

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

**ARTICLE X - QUALIFICATION UNDER SECTION 1244**

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25<sup>th</sup> day of February, 2000.

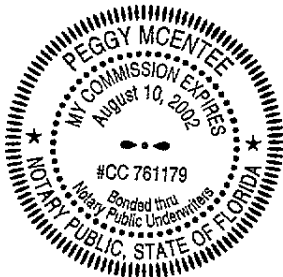
  
LuAnn Hazen

STATE OF FLORIDA    )  
COUNTY OF BROWARD)(

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LuAnn Hazen known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State  
and County last aforesaid this 25<sup>th</sup> day of February, 2000.

My Commission Expires:



Peggy McEntee  
NOTARY PUBLIC, STATE OF FLORIDA

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DIVISION OF CORPORATIONS  
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**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the  
place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and  
agree to comply with the provision of the Florida Corporation Act relative to keeping said office  
open.

John W. Case  
Registered Agent

**PREPARED BY:**  
**JOHN W. CASE, ESQUIRE**  
**2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR**  
**FORT LAUDERDALE, FL 33306**  
**(954) 564-0550**