

**CAPITAL CONNECTION, INC.**

100 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-4887 • 1-800-342-8062 • Fax (850) 222-1222

**P000000021902**

*Advanced Management  
Consulting, Inc.*

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-03/03/00-01001-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File Cert.
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED

*[Handwritten Signature]*

Signature

Requested by:

Name

Date

Time

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**ARTICLES OF INCORPORATION  
OF  
ADVANCED MANAGEMENT COUNSELING, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - Name and Address

**ADVANCED MANAGEMENT COUNSELING, INC.**  
10947 Hamilton Downs Court  
Jacksonville, Florida 32257

ARTICLE 2 - Duration/Effective Date

This Corporation shall have perpetual existence commencing the date of filing these Articles of Incorporation.

ARTICLE 3 - Purpose

The general purposes for which the Corporation is organized are the following:

- A. To provide business consultation services related to all human resource functions of an organization and identify overall production operations improvements.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4- Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is **1000 shares** of capital stock. Such shares shall be of a **single class** and shall have a **par value of \$ .10 per share**.

*Prepared by:*  
Gregory G. Glenn  
Gregory G. Glenn, P.A.  
201 West Flagler Street  
Miami, Florida 33130  
305-373-5314

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TALLAHASSEE, FLORIDA

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**ARTICLE 5 - Initial Registered Office and Agent**

The street address of the **initial registered office** of the Corporation is:

**10947 Hamilton Downs Court  
Jacksonville, Florida 32257**

and the name of the **initial registered agent** at that Corporation at that address is

**DONALD LEE NELSON**

**ARTICLE 6 - Initial Board of Directors**

The number of Directors constituting **the initial Board of Directors is one (1)**.

The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD LEE NELSON	10947 Hamilton Downs Court Jacksonville, Florida 32257

**ARTICLE 7 - Incorporators**

The names and addresses of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD LEE NELSON	10947 Hamilton Downs Court Jacksonville, Florida 32257

**ARTICLE 8 - Amendment**

The Corporation reserves the 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.

**ARTICLE 9 - Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

#### ARTICLE 10 - Preemptive Rights

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE 11- Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

#### ARTICLE 12 - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE 13 - Management of Corporation by Directors

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE 14 - Meetings by Conference Telephone

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

ARTICLE 15 - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE 16 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

ARTICLE 17 - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE 18 - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 19 - Stock Transfer Restrictions

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Address</u>	<u>No of Shares</u>
Donald Lee Nelson	10947 Hamilton Downs Court Jacksonville, Florida 32257	550

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE 20 - Commencement of Corporate Existence

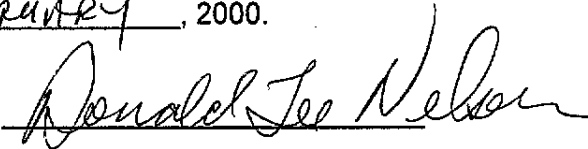
In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE 21 - Dividends

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the Corporation).

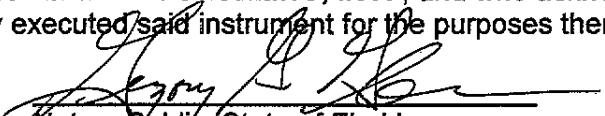
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IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28<sup>th</sup> day of FEBRUARY, 2000.

  
DONALD LEE NELSON

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2000, by DONALD LEE NELSON, who is ~~personally known to me or who have produced Drivers Licenses or~~ \_\_\_\_\_ as identification and who did take an oath as the persons described in and who executed the foregoing Articles of Incorporation of **ADVANCED MANAGEMENT COUNSELING, INC.**, and who acknowledged to and before me that they executed said instrument for the purposes therein expressed.

  
Notary Public, State of Florida  
My Comm. expires:

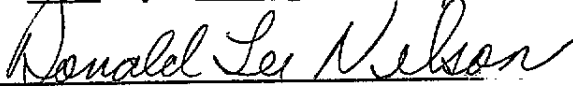


Gregory G Glenn  
My Commission CC900593  
Expires January 09, 2004

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of  
**ADVANCED MANAGEMENT COUNSELING, INC.**, which is contained in the foregoing  
Articles of Incorporation of **ADVANCED MANAGEMENT COUNSELING, INC.**

DATED this 28<sup>th</sup> day of FEBRUARY, 2000.



DONALD LEE NELSON  
Registered Agent

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA