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Sheri E. Nott
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FILED
00 MAY 15 AM 11:02
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

May 8, 2000

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

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find: (1) the original and one copy of the Articles of Incorporation for Stroud Consulting Services, Inc.; and (2) the original and one copy of the Certificate of Designation of Registered Agent/Registered Office for filing. A check in the amount of \$78.75 payable to the Florida Department of State is also enclosed.

Please send a copy of the stamped Articles of Incorporation and the Acknowledgment to the address set forth above. If you have any questions, please do not hesitate to call.

Very truly yours,

Sheri E. Nott

Sheri E. Nott

Enclosures

D. BROWN MAY 22 2000

ARTICLES OF INCORPORATION
for
STROUD CONSULTING SERVICES, INC.
A Florida Corporation

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MIAMI, FLORIDA

ARTICLE I – Name

The name of the Corporation is Stroud Consulting Services, Inc.

ARTICLE II – Address

The mailing address and street address of the principal office of the Corporation is 7420 S.W. 162nd Street, Miami, Florida 33157.

ARTICLE III – Capital Stock

The Corporation is authorized to issue ten (10) shares of common stock without nominal or par value.

ARTICLE IV – Initial Registered Office and Agent

The name and the Florida street address of the registered agent of the Corporation is Christine L. Stroud, 7420 S.W. 162nd Street, Miami, Florida 33157.

ARTICLE V – Initial Board of Directors

The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

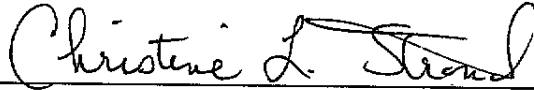
ARTICLE VI – Incorporator

The name and the Florida street address of the incorporator of the Corporation is Christine L. Stroud, 7420 S.W. 162nd Street, Miami, Florida 33157.

ARTICLE V – Purpose

The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th day of May, 2000.

A handwritten signature in cursive script, reading "Christine L. Strand". The signature is written in dark ink and is positioned above a horizontal line.

Signature of incorporator

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

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STATE OF FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

Stroud Consulting Services, Inc.

2. The name and the Florida street address of the registered agent are:

Christine L. Stroud
7420 S.W. 162nd Street
Miami, Florida 33157

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.

By: Christine L. Stroud
Christine L. Stroud