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Jo Claire Spear, P.A.

(727)895-8447

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Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : JO CLAIRE SPEAR, P.A.

Account Number : I20000000042

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FLORIDA PROFIT CORPORATION OR P.A.

BRIGHTWATERS CONSULTING, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
BRIGHTWATERS CONSULTING, INC.

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The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I
CORPORATE NAME

The name of this Corporation is BRIGHTWATERS CONSULTING, INC. (hereinafter referred to as the "Corporation").

ARTICLE II
INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS

The initial principal office and the mailing address of the Corporation is 1410 Brightwaters Boulevard, St. Petersburg, FL 33704.

ARTICLE III
COMMENCEMENT DATE AND DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida, commencing as of the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the Corporation or which at any time appear conducive thereto or expedient.

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ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue 2,500 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Jo Claire Spear, Esquire, and the street address of the initial registered office of the Corporation is 100 Second Avenue South, Suite 200 South Tower, St. Petersburg, FL 33701.

ARTICLE VII
DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. Directors shall be elected and shall hold office as provided in the Bylaws.

This Corporation shall have one (1) Director initially. The name and address of the initial member of the Board of Directors of this Corporation are as follows:

Harold G. Freedman
1410 Brightwaters Boulevard
St. Petersburg, FL 33704

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VIII
OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

The name, address, and title of the initial officer of this Corporation are as follows:

Harold G. Freedman
1410 Brightwaters Boulevard
St. Petersburg, FL 33704

President, Secretary, and
Treasurer

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**ARTICLE IX
AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS**

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified under Section 607.1002 of the Florida Statutes; otherwise, these Articles may be amended by the Board of Directors and the shareholders as provided by law. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised by the Board of Directors or the Incorporator as provided by Florida Statutes, Section 607.1005.

Following the filing of these Articles of Incorporation, the Board of Directors, by appropriate action, shall adopt initial Bylaws for the Corporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

**ARTICLE X
POWERS**

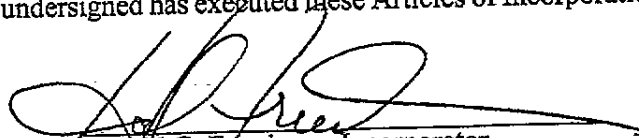
This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE XI
INCORPORATOR**

The name and address of the person signing these Articles are as follows:

Harold G. Freedman
1410 Brightwaters Boulevard
St. Petersburg, FL 33704

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation on
June 1, 2000.


Harold G. Freedman, Incorporator
and Director

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the

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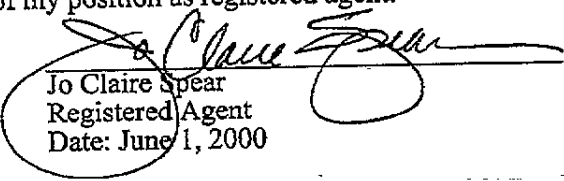
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provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jo Claire Spear
Registered Agent
Date: June 1, 2000

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