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JULIE ANN GARBER (MD, PA)  
MINDY G. SUCHINSKY (MD, NY, IL)

FILED  
00 SEP 19 PM 4:32  
TALLAHASSEE, FLORIDA

WRITER'S DIRECT NUMBER IS

September 18, 2000

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

200003398062--2  
-09/19/00--01046--004  
\*\*\*\*122.50 \*\*\*\*78.75

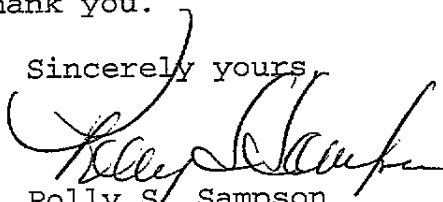
Re: Winston Consulting, Inc.  
Our File No. 15495.7

Gentlemen/Ladies:

I enclose Articles of Incorporation on behalf of the above Corporation, along with our check in the amount of \$122.50 for the filing fee. Please file the Articles at your earliest possible convenience.

Please call me if you have any questions or if additional information is requested. Thank you.

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS  
Enclosures

D. BROWN SEP 20 2000

**ARTICLES OF INCORPORATION  
OF  
WINSTON CONSULTING, INC.**

FILED  
00 SEP 19 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Winston Consulting, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: Winston Consulting, Inc.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

**ARTICLE III - DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV - PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal and initial registered office of the Corporation is 360 South Ocean Boulevard, Palm Beach, Florida 33480, and the name of the Corporation's initial registered agent at that address is Victor H. Winston.

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

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Victor H. Winston, who shall serve in such capacity until the first annual meeting of the stockholders, or until his successor is duly elected and qualified.

## **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Joe L. Leone, Esq.

West & Feinberg, P.C.  
4550 Montgomery Avenue  
Suite 775N  
Bethesda, Maryland 20814

## **ARTICLE IX - INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

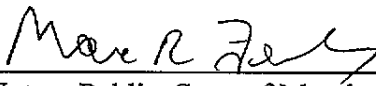
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 2000.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

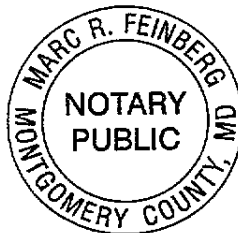
STATE OF MARYLAND            )  
  )  
COUNTY OF MONTGOMERY    )       SS:

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

**WITNESS** my hand and official seal at Bethesda, Montgomery County, Maryland this 18<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
Notary Public, State of Maryland  
at Large

My Commission Expires:

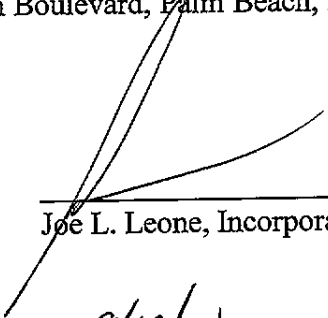


MARC R. FEINBERG  
NOTARY PUBLIC  
MONTGOMERY COUNTY, MD  
Com. Expires 09-01-04

**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 Winston Consulting, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at Palm Beach, Florida, has named Victor H. Winston, who resides at 360 South Ocean Boulevard, Palm Beach, Florida 33480, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

9/18/00  
\_\_\_\_\_  
Date

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Winston Consulting, Inc. in the foregoing Articles of Incorporation I, on behalf of Winston Consulting, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

WINSTON CONSULTING, INC.

Victor H Winston  
Victor H. Winston

FILED  
00 SEP 19 PM 4:33  
STATE  
FLORIDA