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Division of Corporations
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Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

everett consulting corp.

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ARTICLES OF INCORPORATION
OF

EVERETT CONSULTING CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I.
NAME

The name of the corporation ("Corporation") is:

EVERETT CONSULTING CORP.

ARTICLE II.
BUSINESS PURPOSE

The purposes for which the Corporation is organized shall be to transact any lawful business for which corporations may be incorporated under the Florida Law and to do those things that may be ancillary, necessary or proper in connection with this business purpose, including, but not limited to, the following:

- (A) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (B) To enter into and make all necessary contracts for the conduct of its corporate business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (C) To borrow or raise money reasonably required in the conduct of its corporate business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

Prepared by:
Paul D. Gottfried, Esq.
AMSTER, GOMEZ & GOTTFRIED, P.A.
412 Southeast 23rd Street
Fort Lauderdale, Florida 33316
Tel: (954) 467-7010
Florida Bar Number: 0032212

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(D) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(E) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(F) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(G) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(H) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(I) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its business or that arise otherwise, and at all times comply with the provisions of the Florida Business Corporation Act as presently enacted and as may be amended or superseded by any other statute.

ARTICLE III
CORPORATE OFFICE

The street address of the principal office of the Corporation is:

611 Ponce De Leon Drive #8
Ft. Lauderdale, Florida 33316

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ARTICLE IV.
CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to issue is 1,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each share shall be \$1.00.

ARTICLE V.
REGISTERED OFFICE AND AGENT

The address of the initial registered agent of the Corporation in the State of Florida is: 611 Ponce De Leon Drive #8, Ft. Lauderdale, FL 33316 and the name of the initial registered agent of the Corporation at such address is: JOHN J. EVERETT.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and street address of the initial director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

NAME
JOHN J. EVERETT

ADDRESS
611 Ponce De Leon Drive #8
Ft. Lauderdale, FL 33316

ARTICLE VII.
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

NAME
JOHN J. EVERETT

ADDRESS
611 Ponce De Leon Drive #8
Ft. Lauderdale, FL 33316

ARTICLE VIII.
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against

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any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors.

ARTICLE IX.
CORPORATE DURATION

The corporate existence of the Corporation shall commence as of the date and time upon which the Incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same. The Corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of November 2000.


JOHN J. EVERETT, *Incorporator*

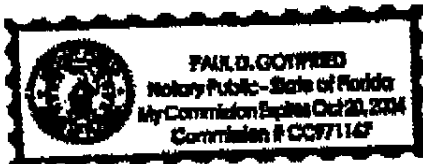
STATE OF FLORIDA
COUNTY OF BROWARD

On this 28th day of November 2000 before me, a Notary Public in and for the state and county aforesaid, personally appeared JOHN J. EVERETT who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of EVERETT CONSULTING CORP. who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.


Notary Public State of Florida at Large
My Commission Expires:

[Notarial Seal]

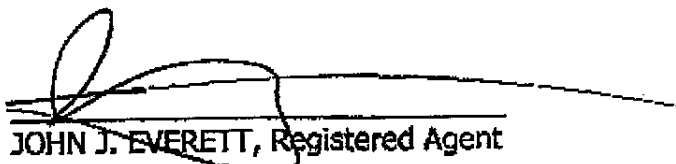


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the proposed domestic corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties and I familiar with and accept the obligations of my position as registered agent.



JOHN J. EVERETT, Registered Agent

Date: November 28, 2000

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