

P00000112702



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 923882 7233273

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -8 PM 1:00

ORDER DATE : December 7, 2000

ORDER TIME : 9:48 AM

ORDER NO. : 923882-001

CUSTOMER NO: 7233273

CUSTOMER: Mr. Barry L. Nogay  
Mr. Barry L. Nogay

200003492032--0

35a Venetian Way #87

Miami Beach, FL 33139

DOMESTIC FILING

NAME: SB FINANCIAL CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED  
00 DEC -8 AM 11:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304-6

*SM* 12/8/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC -8 PM 1:00

ARTICLES OF INCORPORATION  
OF  
SB FINANCIAL CONSULTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SB FINANCIAL CONSULTING, INC.

The address of the principal office of this corporation shall be 35A Venetian Way #87, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Barry L. Nogay	35A Venetian Way #87
Dir.	Miami Beach, Florida 33139

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ARTICLE VII. INCORPORATOR

00 DEC -8 PM 1:01

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

The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on December 8, 2000.

Laura R. Dunlap

Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

scm