

**Jeffrey Martin Herman, P.A.**

Attorney at Law

1601 North Flamingo Road  
Suite Two  
Pembroke Pines, Florida 33028-1004

Telephone: (954) 438-5820  
Fax: (954) 438-0499  
E-mail: jmhermanpa@aol.com

December 6, 2000

Via Overnight Airborne Express

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

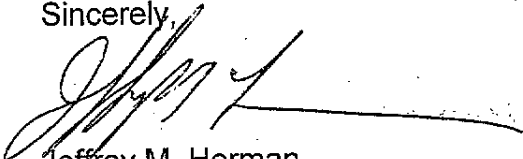
**RE: INCORPORATION OF BRICE AND CIRINO CONSULTING, INC.**

Dear Sir/Madam:

Enclosed is the fully executed Articles of Incorporation of Brice and Cirino Consulting, Inc. Also, enclosed is my firm's check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents to me in the enclosed self addressed envelope.

If you have any questions, please do not hesitate to call my office.

Sincerely,



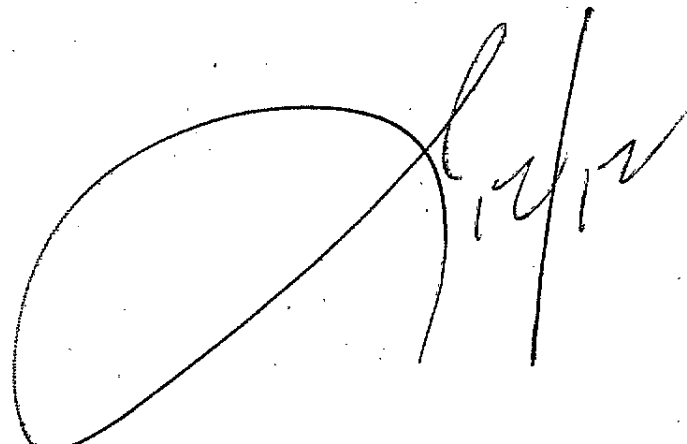
Jeffrey M. Herman  
For the Firm

Enclosures  
JMH/ej

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\*\*\*\*\*78.75 \*\*\*\*\*78.75



**FILED**  
00 DEC -7 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BRICE AND CIRINO CONSULTING, INC.**

**FILED**  
00 DEC -7 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I.**

**NAME**

The name of the Corporation is: BRICE AND CIRINO CONSULTING, INC.

**ARTICLE II.**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 421 Lakeview Drive,  
#204, Weston, Florida 33326.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1601 North Flamingo Road, Ste. 2, Pembroke Pines, Florida 33028, and the name of the initial registered agent of this Corporation at that address is JEFFREY M. HERMAN.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors are:

MARGARET BRICE  
421 Lakeview Drive, #204  
Weston, FL 33326

PEDRO CIRINO  
421 Lakeview Drive, #204  
Weston, FL 33326

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jeffrey M. Herman, Esq.  
1601 North Flamingo Road, Ste. 2  
Pembroke Pines, Florida 33028

ARTICLE IX.

POWERS

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

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of DECEMBER, 2000.

  
JEFFREY M. HERMAN

STATE OF FLORIDA  
COUNTY OF BROWARD

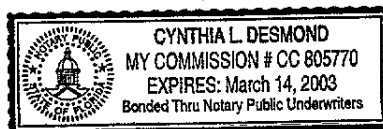
The foregoing Articles of Incorporation were acknowledged before me this 6th day of December, 2000, by JEFFREY M. HERMAN. He ✓ is personally known to me, or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida

[SEAL]

Printed Name of Notary/Serial Number

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of BRICE AND CIRINO CONSULTING, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

12-6-00

  
\_\_\_\_\_  
JEFFREY M. HERMAN

**FILED**  
00 DEC -7 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA