

P00000116907

LAW OFFICES OF ROBERTA FOX, P.A.

Grove Plaza 7th Floor Penthouse
2900 SW 28th Terrace
Miami, FL 33133

December 15, 2000

Division of Corporations
Department of State
Post Office Box 327
Tallahassee, Florida 32314

Attention filing Department

RE: Burkholz Projects, Inc.
Acceptance of Registered Agent

500003504155-6
-12/18/00-01132-001
*****87.50 *****87.50

FILED
00 DEC 18 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

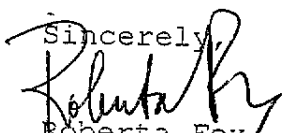
Dear Clerk:

Enclosed please find the Articles of Incorporation for the above named corporation together with a check for the filing fee in the amount of \$87.50

I am herewith also accepting appointment as the registered agent for said corporation. If there is a special form that you wish for me to sign, please forward the same to me.

Thank you.

Sincerely,


Roberta Fox
RFF/me/enc.

EFFECTIVE DATE
01-01-01

gk 12/20

FILED
00 DEC 18 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION.
OF
STRATEGIC BUSINESS GROUP OF FLORIDA , INC.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE.

The name of this corporation is: STRATEGIC BUSINESS GROUP OF FLORIDA , INC. The principal address of the corporation is:

2900 SW 29TH TERRACE
MIAMI, FL 33133

This principal address of the corporation is the same as the registered office address set forth below.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

EFFECTIVE DATE
01-01-01

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing on January 1, 2001.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERTA FULTON FOX, ATTORNEY AT LAW
2900 SW 29TH TERRACE
MIAMI, FL 33133

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

Yvonne Burkholz Megar
2900 SW 28th Terrace
Miami, FL 33133

Howard Burkholz
2900 SW 28th Terrace
Miami, FL 33133

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

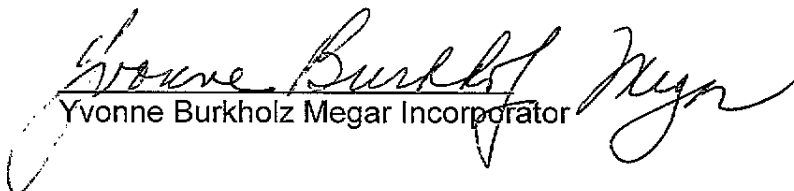
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Yvonne Burkholz Megar
2900 SW 28th Terrace
Miami, FL 33133

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing Articles of Incorporation on December 15, 2000, in Miami, Miami-Dade County, Florida.


Yvonne Burkholz Megar Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

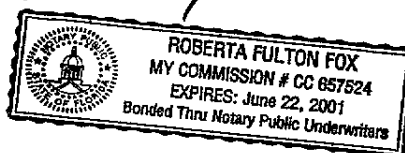
BEFORE ME, a Notary Public, personally appeared YVONNE BURKHOLZ to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged before me that she subscribed to these Articles of Incorporation on ~~August~~ ^{December} 15, 1999.

Roberta Fulton Fox

Notary Public, State of Florida at Large

(SEAL)

My commission expires:



ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, ROBERTA FOX, do hereby acknowledge appointment as the registered agent for STRATEGIC BUSINESS GROUP OF FLORIDA, INC., and accept the same and do hereby accept the appointment of registered agent for , and further agree to perform all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.

Roberta Fox
Roberta Fox Registered Agent,
Burkholz Projects, Inc.

g/12/26