

PO1000003121

10956 BAI Harbor Drive  
Boca Raton, FL 33498  
TEL: 1-561-451-8096

December 29th 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/05/01--01029--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: **Advanced CEO Solutions**

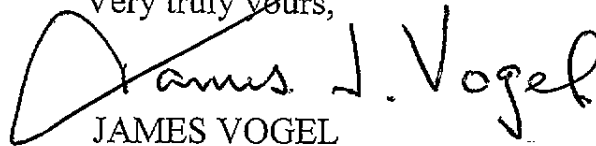
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation and the Certificate and Acknowledgment of Registered Agent, together with a check in the amount of \$87.50 for Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for the said corporation.

Please send the Certified Copy of the Articles of Incorporation to the above address.

Thank you for your assistance in this matter.

Very truly yours,

  
JAMES VOGEL

JV/vv  
Enclosures

FILED  
01 JAN -4 PM 2: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
ADVANCED CEO SOLUTIONS, INC.

FILED  
01 JAN -4 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, for the purposes of forming a corporation under the Florida Corporation Law, does hereby adopt the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is ADVANCED CEO SOLUTIONS, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in the financial consulting and all related businesses. In addition, the Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be as follows:

- A. FIVE MILLION (5,000,000) Class A common voting shares having a par value of ONE CENT (\$0.01) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED AGENT  
AND PRINCIPAL OFFICE

The principal office of the Corporation will be located at: 10956 Bal Harbor Drive, Boca Raton, Fl. 33498  
Tel: 561-451-8096

\_\_\_\_\_. The Board of Directors may, from time to time, move the principal office to any other address. The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is: JAMES J. VOGEL,

\_\_\_\_\_. The Board of Directors may, from time to time, change the Registered Agent to any other individual or address, within the State of Florida.

ARTICLE VI: INCORPORATOR

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

JAMES J. VOGEL  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

ARTICLE VII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 29th day of  
December, 2000.

  
\_\_\_\_\_  
JAMES VOGEL

FILED  
01 JAN -4 PM 2: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

ADVANCED CEO SOLUTIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its Initial Registered Agent Office as indicated in the Articles of Incorporation at: 10956 Bal Harbor Drive. Boca Raton, Fl. 33498

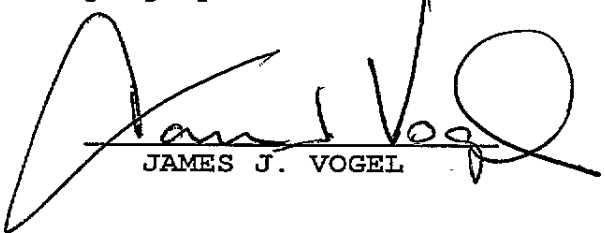
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

has named JAMES VOGEL, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dated: 12/29/00

  
JAMES J. VOGEL