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To:

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From:

Account Name : WILLIAMSON, DIAMOND & CATON, P.A.

Account Number : 074403003061 Phone : (727)398-3600 Fax Number : (727)393-5458 SECRETARY OF SIATIONS DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

VARDY & COMPANY CONSULTING, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

VARDY & COMPANY CONSULTING, INC.

The undersigned hereby acting as incorporators for the purpose of forming a corporation for profit, by virtue of the provisions of Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is VARDY & COMPANY CONSULTING, INC., and its principal office address is: 7122 Seminole Boulevard, Seminole, Florida, 33772; and its mailing address is: 7122 Seminole Boulevard, Seminole, Florida, 33772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

RICHARD P. CATON, ESQUIRE WILLIAMSON, DIAMOND & CATON, P.A. 7843 Seminole Boulevard Seminole, Florida (727) 398-3600

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ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7122 Seminole Boulevard, Seminole, Florida, 33772, and the name of the initial registered agent is HAROLD C. VARDY.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) Directors, initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

HAROLD C. VARDY

ADDRESS

16105 Redington Drive

Redington Beach, Florida, 33708

CHRISTINE L. BROGLE

8653 Pinetree Drive North Seminole, Florida, 33772

CHRISTAL A. VARDY

7211 Amhurst Way

Clearwater, Florida, 33764

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

CHRISTINE L. BROGLE

8653 Pinetree Drive North Seminole, Florida, 33772

ARTICLE 8: INDEMNIFICATION

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

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE 10: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of January, 2001.

HAROLD C. VARDY

CHRISTINE L. BROGLE

CHRISTAL A. VARDY

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 12 day of _

2001

HAROLD C. VARDY. Registered As

DIAISION OF ANY STATE