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Division of Corporations  
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From:  
Account Name : HOLLAND & KNIGHT  
Account Number : 075350000340  
Phone : (407) 425-8500  
Fax Number : (407) 244-5288

FLORIDA PROFIT CORPORATION OR P.A.

M & C CONSULTING OF CENTRAL FLORIDA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FEB 08 2001

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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FROM: HOLLAND & KNIGHT  
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FAX NO.: 407 244 5288

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**ARTICLES OF INCORPORATION  
OF  
M & C CONSULTING OF CENTRAL FLORIDA, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be **M & C CONSULTING OF CENTRAL FLORIDA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 4641 Forrestal Avenue, Orlando, Florida 32806.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 4641 Forrestal Avenue, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JAMES MUNIZ. The Board of Directors may from time to time designate a new registered agent.

This instrument prepared by:  
Stephen R. Looney  
FL BAR 0628344  
200 South Orange Avenue, Suite 2600  
Winter Garden, FL 32801  
(407) 244-1148

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**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
James Muniz	4641 Forrestal Avenue Orlando, Florida 32806

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be (two) (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
James Muniz	4641 Forrestal Avenue Orlando, Florida 32806
Kenneth G. Cason	4641 Forrestal Avenue Orlando, Florida 32806

**ARTICLE VII - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE VIII - DATE OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

**ARTICLE IX - INDEMNIFICATION**


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

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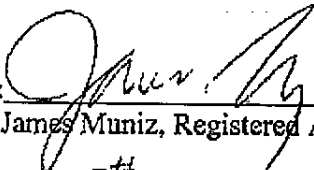
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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 8<sup>th</sup> day of February, 2001.

  
James Muniz, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
James Muniz, Registered Agent

Date: February 8<sup>th</sup>, 2001

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