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LAW OFFICES
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February 12, 2001

Department of State
Division of Corporations
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

RE: **CFR CONSULTING & MANAGEMENT SERVICES, INC.**

Gentlemen,

Please file the enclosed "Articles of Incorporation For Professional Corporation" for "CFR CONSULTING & MANAGEMENT SERVICES, INC." (2 copies enclosed) and call us at 954-561-1200 with the assigned document number as soon as possible and forward to me a certified copy of the Articles.

Enclosed is a check in the amount of \$78.75.

Many thanks.

Sincerely,

Alvin Lester Sitomer / *ALS/lb*
ALVIN LESTER SITOMER

ALS/lb
Enclosure

"MR. SITOMER WAS OUT OF THE OFFICE
WHEN THIS LETTER WAS TYPED AND
HAS ASKED ME TO SIGN TO AVOID
DELAY IN ITS DELIVERY TO YOU."

D. BROWN FEB 15 2001 ✓

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*****78.75 *****78.75

FILED
01 FEB 14 PM 1:07
TALLAHASSEE, FLORIDA
DIVISION OF STATE

**ARTICLES OF INCORPORATION
OF
ARTICLE I - NAME**

FILED
01 FEB 14 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation, **CFR CONSULTING & MANAGEMENT SERVICES, INC.** The mailing address is 200 Golden Isles Drive, Suite 404, Hallandale, Florida 33009.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This Corporation is authorized to engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seven Hundred Fifty Thousand (750,000) shares of common stock of One Cent (\$.01) par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this Corporation is c/o David A. Kleinman, 200 Golden Isles Drive, Suite 404, Hallandale, Florida 33009, and the name of the initial Registered Agent of this Corporation at that address is **DAVID A. KLEINMAN**, who (i) hereby accepts the appointment of Registered Agent, (ii) acknowledges that he signed this document making such appointment.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either

Articles of Incorporation

increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

DAVID A. KLEINMAN
200 Golden Isles Drive, Suite 404
Hallandale, Florida 33009

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

DAVID A. KLEINMAN
200 Golden Isles Drive, Suite 404
Hallandale, Florida 33009

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect

Articles of Incorporation

as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this Corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then, and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized, approved or ratified by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of January, 2001.

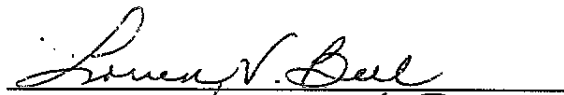


DAVID A. KLEINMAN

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of January, 2001, by **DAVID A. KLEINMAN**, who is personally known to me or who has produced the identification set forth below.



Print Name: LORIEN V. BELL
Notary Public, State of Florida

Personally Known ✓ OR Produced Identification
Type of Identification Produced _____
My Commission Expires: _____

