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February 23, 2001

UPS OVERNIGHT

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

IN RE: SGM CONSULTING, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 representing payment of the following:

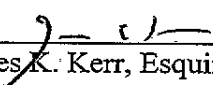
Filing Fee	\$ 35.00	
Certified Copy of the Articles	8.75	500003768925--9
Registered Agent Designation	35.00	-02/26/01--01158--023
	<u>\$ 78.75</u>	*****78.75 *****78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

LAW OFFICES OF JOHN D. SPEAR


James K. Kerr, Esquire

JEK/cam
Enclosures
cc: Susan G. Marsten

FILED
01 FEB 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 27 2001

ARTICLES OF INCORPORATION
OF
SGM CONSULTING, INC.

FILED
01 FEB 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms and establishes a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is **SGM Consulting, Inc.**

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

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

**13238 Heather Ridge Loop
Ft. Myers, FL 33912**

The mailing address of the Corporation is as follows:

**13238 Heather Ridge Loop
Ft. Myers, FL 33912**

ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

**Susan G. Marsten
13238 Heather Ridge Loop
Ft. Myers, FL 33912**

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

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

**Susan G. Marsten
13238 Heather Ridge Loop
Ft. Myers, FL 33912**

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 IX - INCORPORATOR

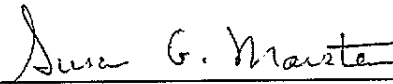
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Susan G. Marsten
13238 Heather Ridge Loop
Ft. Myers, FL 33912**

ARTICLE X - 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 Incorporator, has executed the foregoing Articles of Incorporation on this 22, day of February, 2001.



SUSAN G. MARSTEN,
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 22nd day of February, 2001,
by SUSAN G. MARSTEN, who is personally known to me or has produced
Driver's License as identification.

Charlotte A. Martin

Signature of Notary Public

CHARLOTTE A. MARTIN

Printed Name of Notary Public

Commission Expires:



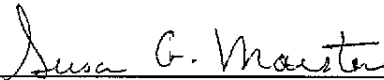
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SGM CONSULTING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **LEE** County, State of Florida, has named **SUSAN G. MARSTEN** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



SUSAN G. MARSTEN,
REGISTERED AGENT

FILED
01 FEB 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA