

P01000021914  
TRANSMITTAL LETTER

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

500003768075-3  
-02/26/01-01117-024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** ST. GALEN MANAGEMENT CONSULTANTS OF AMERICA, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** CHRISTIAN J. STERN  
Name (Printed or typed)

23630 PEPPER HILL COURT  
Address

BONITA SPRINGS, FL 34134  
City, State & Zip

(941) 248 1782  
Daytime Telephone number

**FILED**  
01 FEB 26 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

8/31

**ARTICLES OF INCORPORATION**

**OF**

**St. Gallen Management Consultants of America, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED  
01 FEB 26 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation shall be:

St. Gallen Management Consultants of America, Inc.

The principal mailing address of this corporation shall be:

23630 Peppermill Court, Suite 700  
Bonita Springs, FL 34134

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one times is 5,000,000 shares of common stock at \$0.01 par value.

**ARTICLE IV: REGISTERED AGENT**

Initial registered office of the corporation shall be:

23630 Peppermill Court, Suite 700  
Bonita Springs, Florida, 34134

and the name of the initial registered agent shall be:

Christian J. Stern

Q

## **ARTICLE V: EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which s/he already holds, shall the right to purchase his/her pro rata share, as nearly as may be one without issuance of fractional shares, at the price at which it is offered to others.

## **ARTICLE VII: SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VII: ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

## **ARTICLE IX: OFFICERS AND DIRECTORS**

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in they By-Laws of the Corporation.

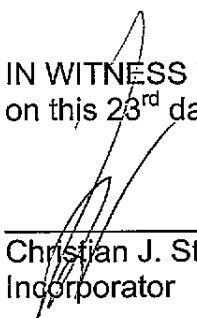
## **ARTICLE X: INCORPORATORS**

The name and the street address of the incorporator of these articles of Incorporation are:

Christian J. Stern  
23630 Peppermill Court, Suite 700  
Bonita Springs, FL 34134

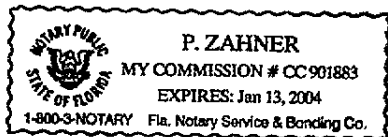
*CJ*

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal  
on this 23<sup>rd</sup> day of February, 2001.

  
\_\_\_\_\_  
Christian J. Stern  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEE


The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of  
February, 2001, by Christian J. Stern (X) who is personally known to me  
or ( ) who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Signature Notary Public

PETER ZAHNER  
Print Name, Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE  
ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS  
CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND  
OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Christian J. Stern

FILED  
01 FEB 26 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA