

PO1000024483

Schell Consulting, Inc.

3751 NE 27 Terrace

Lighthouse Point, FL 33064

Telephone (561) 241-9921 Fax (561) 241-7011

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/05/01-01144-008

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

February 28, 2001

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

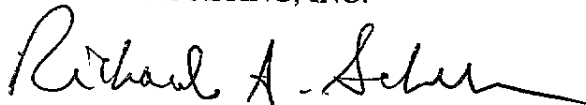
RE: Articles of Incorporation for Schell Consulting, Inc.

To Whom it May Concern:

Attached please find the original Articles of Incorporation for Schell Consulting, Inc. along with one copy for certification and a check in the amount of \$78.75 made out to the Department of State to cover the filing fees and Certified Copy fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,
SCHELL CONSULTING, INC.



Richard A. Schell, President/Director

ARTICLES OF INCORPORATION
OF
SCHELL CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SCHELL CONSULTING, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock of \$0.001 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of SCHELL CONSULTING, INC. is 3751 NE 27 Terrace, Lighthouse Point, FL 33064 which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3751 NE 27 Terrace, Lighthouse Point, FL 33064, and the name of the initial registered agent of this corporation at the address is Richard A. Schell.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either 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 the corporation is:

Richard A. Schell
3751 NE 27 Terrace, Lighthouse Point, FL 33064

ARTICLE VIII - INCORPORATOR

The name and the address of the person signing these Articles is Richard A. Schell, 3751 NE 27 Terrace, Lighthouse Point, FL 33064.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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 the firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director 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 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 contract of 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 transacting, 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 transition with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 2001.




Richard A. Schell

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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT **SCHELL CONSULTING, INC.**, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF BOCA RATON, FLORIDA, WITH AN ADDRESS OF 3751 NE 27
TERRACE, LIGHTHOUSE POINT, FL 33064 HAS NAMED **RICHARD A. SCHELL** AS
REGISTERED AGENT, LOCATED AT 3751 NE 27 TERRACE, LIGHTHOUSE POINT, FL 33064,
STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature 
Richard A. Schell, Subscriber

Date: February 28, 2001

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

Signature 
Richard A. Schell

Date: February 28, 2001

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TALLAHASSEE, FLORIDA