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Michael I. Santucci, P.A.
ATTORNEY AT LAW

CORRESPONDING OFFICE

500 N. Maitland Avenue
Suite 304
Maitland, Florida 32751

Of Counsel:
GUSTAFSON & RODERMAN

Bank of America Building, 4901 N. Federal Highway Suite 440, Fort Lauderdale, FL 33308
Phone (954) 492-0071 Fax (954) 492-0074 <http://www.msantucci.com>

CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

March 16, 2001

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700003877007--2
-03/19/01-01077--005
*****78.75 *****78.75

**SUBJECT: Articles of Incorporation
Liberty Consulting, Inc.**

Gentlemen/Madam:

Kindly find enclosed the original Articles of Incorporation for **Liberty Consulting, Inc.**, along with a check in the amount of \$78.75 for filing fee and designation of registered agent only.

Thank you,

Law Offices of
MICHAEL I. SANTUCCI, P.A.

BY: 

Michael I. Santucci, Esquire

MIS/mbh

Enclosure

FILED
01 MAR 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Paul 3/22/01
5v*

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Liberty Consulting, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

3736 Southwest 60th Terrace
Davie, Florida 33314

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 which shall have a \$1.00 par value

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

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TALLAHASSEE FLORIDA

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 (one) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Jeramy Laliberté
3736 Southwest 60th Terrace
Davie, Florida 33314

ARTICLE VII OFFICERS

The name(s) and addresses of the initial officers who is/are to serve as officers until the first annual meeting of the shareholders or until his successors are elected and qualified is/are:

President: Jeramy Laliberté
3736 Southwest 60th Terrace
Davie, Florida 33314

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Jeramy Laliberté
3736 Southwest 60th Terrace
Davie, Florida 33314

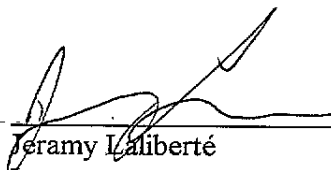
ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jeramy Laliberté
3736 Southwest 60th Terrace
Davie, Florida 33314

The undersigned incorporator has executed these Articles of Incorporation this 9th day
of March, 2001

Date: 3/9/2001


Jeremy Laliberté
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

Liberty Consulting, Inc.

2. The name and address of the registered agent is:

Jeramy Laliberté
3736 Southwest 60th Terrace
Davie, Florida 33314

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HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 3/9/2001

By: _____

Jeramy Laliberté

Prepared By:
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