

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Florida Consulting Firm, Inc.
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

SMITH MAR 28 2001

"When you need ACCESS to the world"
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ARTICLES OF INCORPORATION

We, the undersigned, subscribers to the Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be **THE FLORIDA CONSULTING FIRM, INC.** Its principal place of business shall be 1815 Mariner Drive, #184, Tarpon Springs, Florida 34689.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have all the powers set forth in Florida Statutes Chapter 607 and particularly 607.011, and any and all others powers incidental to the conducting of any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 at \$1.00 par value common stock.

ARTICLE IV

The consideration for the issuance of said shares or any part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, as a consideration for the issuance of stock shall be affixed by the Board of Directors of said corporation. Any and all shares

of stock of this corporation shall be issued for the consideration, or not less than the consideration fixed and determined as aforesaid, whether such consideration shall be cash, property of services shall be fully paid and non-assessable.

ARTICLE V

The principal office of this corporation shall be located at 1815 Mariner Drive, #184, Tarpon Springs, Florida 34689.

ARTICLE VI

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgment of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid..

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, who shall hold office or the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

DAVID C. LEWIS

**1815 Mariner Drive, #184
Tarpon Springs, Florida 34689**

KURT G. LEHMANN

**14828 Enclave Lakes Drive, Suite C-1
Delray Beach, Florida 33484**

ARTICLE IX

Meetings of the Board of Directors and meeting of the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE X

The corporation shall have its initial registered agent, **DAVID C. LEWIS**, 1815 Mariner Drive, #184, Tarpon Springs, Florida 34689 and has acknowledged said position by Affiant.

ARTICLE XI

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation and shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XII

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws must be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purpose as the majority of the Directors present.

ARTICLE XIII

The Articles of Incorporation may be amended in any manner as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders and approved at a stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned have hereto subscribed our hands and affixed our seals to these Articles of Incorporation on this 23 day of March, 2001.

Witness

Stephen R. Cebula
STEPHEN R. CEBULA

Witness

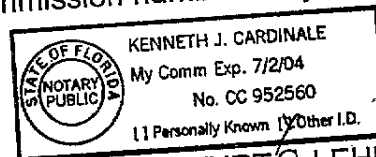
Stephen R. Cebula
STEPHEN R. CEBULA
Kenneth J. Cardinale
KENNETH J. CARDINALE

Witness

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared DAVID C. LEWIS who is personally known to me, and who after being first duly sworn, stated under oath that he executed the foregoing freely and voluntarily for the purposes expressed therein.
SWORN TO AND SUBSCRIBED before me this 23rd day of March, 2001.

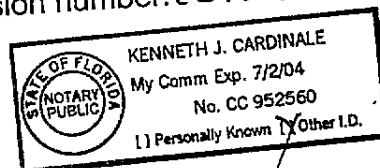
sign: Kenneth J. Cardinale
printed: Kenneth J. Cardinale
My Commission number: CC 952560



STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared KURT G. LEHMANN, who is personally known to me, and who after being first duly sworn, stated under oath that he executed the foregoing freely and voluntarily for the purposes expressed therein.
SWORN TO AND SUBSCRIBED before me this 23rd day of March, 2001.

sign: Kenneth J. Cardinale
printed: Kenneth J. Cardinale
My Commission number: CC 952560



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

In pursuance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

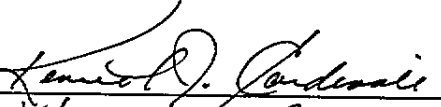
First that **THE FLORIDA CONSULTING FIRM, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tarpon Springs, Pinellas County, Florida, has named **DAVID C. LEWIS**, 1815 Mariner Drive, #184, Tarpon Springs, Florida 34689, as its agent to accept service of process within this State. Having been named to accept service of process of the above-stated corporation, at place designed in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID C. LEWIS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared **DAVID C. LEWIS** who is personally known to me, and who after being first duly sworn, stated under oath that he executed the foregoing freely and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 23rd day of March, 2001.

Sign: 
Printed: **KENNETH J. CARDINALE**
My Commission number: **CC 952560**
My Commission expires: **7.02.04**

