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Kimberly Ciresa Marcil
5850 NE 14 Road
Ft. Lauderdale, FL 33334
(954) 772-5333

RECEIVED
01 APR 13 PM 3:50
TALLAHASSEE, FLORIDA

April 10, 2001

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

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-04/13/01--01071--014
*****78.75 *****78.75

Subject: Incorporation of KLCM Consulting, Inc.

Dear Sir or Madam:

Enclosed please find (1) an original and one copy of the Articles of Incorporation for KLCM Consulting, Inc., and (2) a check for \$78.75 for the Filing Fees and a Certified Copy.

Sincerely,

Kimberly Ciresa Marcil
Kimberly Ciresa Marcil

/mwm

Enclosures

87893.1

D. BROWN APR 17 2001

ARTICLES OF INCORPORATION
OF
KLCM CONSULTING, INC.

FILED
01 APR 13 PM 3:50
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

Article I

Name

The name of the corporation is KLCM Consulting, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

5850 NE 14 Road
Ft. Lauderdale, Florida 33334

The mailing address of this corporation shall be:

5850 NE 14 Road
Ft. Lauderdale, Florida 33334

Article V

Capital Stock

The corporation is authorized to issue One Hundred (100) shares of U.S. 01/100 Dollar (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Gunster, Yoakley, & Stewart, P.A., 500 E. Broward Boulevard, Suite 1400, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at the address is Michael W. Marcil. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Kimberly Ciresa Marcil 5850 NE 14 Road
Ft. Lauderdale, Florida 33334

Article VIII

Incorporators

The name and address of the person signing these Articles is:

Kimberly Ciresa Marcil 5850 NE 14 Road
Ft. Lauderdale, Florida 33334

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or

repeal by the directors.


Kimberly Ciresa Marcil
Incorporator and Director

DATED: This 10 day of April 2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for KLCM Consulting, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 
Michael W. Marcil

DATED: This 10th day of April 2001

FILED
01 APR 13 PM 3:50
COUNTY OF BREVARD
FLORIDA

JOINT WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
KLCM CONSULTING, INC.

The undersigned, being the sole shareholder and the sole director of KLCM Consulting, Inc. (the "Corporation"), and acting pursuant to the provisions of Section 607.0809, and 607.0821 Florida Statutes, do hereby authorize and consent to the adoption of the following resolutions:

RESOLVED, the Articles of Incorporation filed with the Florida Department of State on April 1 0, 2000 and attached hereto as Exhibit A, are hereby adopted; and be it

FURTHER RESOLVED, that any officer be and is hereby authorized and directed to take any and all such actions as may be deemed necessary or expedient to effectuate the purposes of the foregoing resolution.


FURTHER RESOLVED, that any officer be and is hereby authorized and directed to take any and all such actions as may be deemed necessary or expedient to effectuate the purposes of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder and the sole director of KLCM Consulting, Inc. have signed this consent as of the 10 day of April, 2001.



Kimberly Ciresa Marcil, Director

Shareholder:
Kimberly Ciresa Marcil



Name: KIMBERLY CIRESA MARCIL
Title: SHAREHOLDER