

P01000038953
C&D PROFESSIONAL SERVICES
11011 S.W. 69TH DRIVE
MIAMI, FL 33173

(305) 279-7003

FAX: (305) 279-8414

April 11, 2001

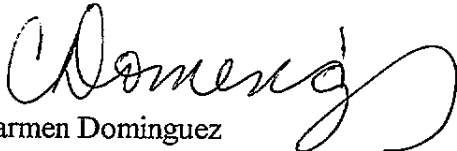
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Attached please find our check in the amount of \$78.75 for the incorporation of moreau Consultants, Inc.

Please forward the filed copy to the above address.

Very truly yours,



Carmen Dominguez
President

FILED
01 APR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

4/18/01

ARTICLE OF INCORPORATION

FILED

OF

01 APR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOREAU CONSULTANTS, INC.

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statutes (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the corporation: **MOREAU CONSULTANTS, INC.**

ARTICLE II. CORPORATE EXISTENCE

The existence of the corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is to engage in any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issued and have outstanding at any one time is **ONE HUNDRED (100)** shares of common stock, One (\$10.00) Dollar par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be **5730 SW 47 STREET, MIAMI, FL 33155-6025**

ARTICLE VI. DIRECTORS

The number of director constituting the initial board of directors shall be **Two (2)**. The number of directors may increase or decreased as provided by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors are:

President, Director JONATHAN B. MOREAU

Secretary, Director MARTHA P. CANTOR-MOREAU

ARTICLE VII. INCORPORATOR

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

JONATHAN B. MOREAU
5730 SW 47 STREET
MIAMI, FL 33155-6025

VIII. REGISTER AGENT

The name and address of the initial Register Agent of the Corporation is:

JONATHAN B. MOREAU
5730 SW 47 STREET
MIAMI, FL 33155-6025

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price which it is offered to others.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Jonathan B. Moreau, Incorporator

SS:

Notary



Jonathan B. Moreau

01 APR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA