

TIMOTHY M. GOAN, P.A.

CORPORATE PLAZA  
1 CORPORATE DRIVE  
SUITE 1-C  
PALM COAST, FLORIDA 32137

TELEPHONE  
(904) 445-9003  
FACSIMILE  
(904) 445-0540

April 23, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32301

600004084656--4  
-04/27/01--01044--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Integral Consulting Group, Inc.

To Whom It May Concern:

Enclosed please find one original and <sup>2</sup>one copies of the Articles of Incorporation of Integral Consulting Group, Inc. for filing. Please file and return a certified copy of the Articles to this office. This firm's check in the amount of \$78.75 is enclosed, along with a self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

*Kristine M. Wolfe*

Kristine M. Wolfe  
Secretary to Timothy M. Goan

Encl.

01 APR 27 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 30 2001

**ARTICLES OF INCORPORATION**  
of  
**INTEGRAL CONSULTING GROUP, INC.**

FILED  
01 APR 27 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: INTEGRAL CONSULTING GROUP, INC.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to provide review services, including analyzation and recommendations to improve the Web environments and every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and analyze and improve Web environments, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI. ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is One Corporate Drive, Suite 2-D, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### **ARTICLE VII. DIRECTORS**

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

### **ARTICLE VIII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Terry Nichols	1 Corporate Drive, Suite 2-D Palm Coast, FL 32137
Leah Alexander-Nichols	1 Corporate Drive, Suite 2-D Palm Coast, FL 32137

**ARTICLE IX. SUBSCRIBERS**

The name and post office address of the subscriber of these Articles of Incorporation is at follows:

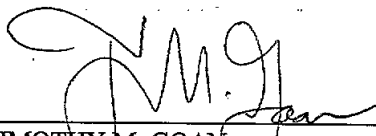
<u>Name</u>	<u>Address</u>
Timothy M. Goan, P.A.	1 Corporate Drive, Suite 1-C Palm Coast, FL 32137

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI. REGISTERED AGENT AND OFFICE**

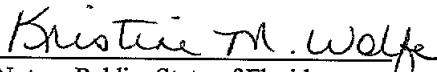
The registered agent and office for this corporation shall be Timothy M. Goan, P.A., 1 Corporate Drive, Suite 1-C, Palm Coast, FL 32137, to accept service of process within this State as to this corporation.

  
TIMOTHY M. GOAN

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforementioned to take acknowledgments, personally appeared TIMOTHY M. GOAN, to me personally known (or produced Florida drivers license) to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25<sup>th</sup> day of April, 2001.

  
Notary Public, State of Florida  
at Large

My Commission Expires:



Kristine M. Wolfe  
Commission # DD 015025  
Expires May 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED

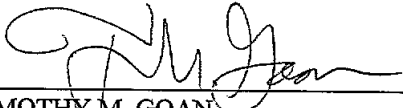
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

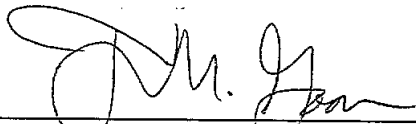
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

FIRST: THAT INTEGRAL CONSULTING GROUP, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT 1 CORPORATE DRIVE, SUITE 2-D, PALM COAST, FL 32137, HAS  
NAMED TIMOTHY M. GOAN, P.A., LOCATED AT 1 CORPORATE DRIVE, SUITE 1-C,  
PALM COAST, FLAGLER COUNTY, STATE OF FLORIDA, AS ITS REGISTERED AGENT  
AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
TIMOTHY M. GOAN  
DATE: 4-24-01

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 OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
TIMOTHY M. GOAN, ESQUIRE  
REGISTERED AGENT  
DATE: 4-24-01