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LAW OFFICES OF RAYMOND J. SKELTON, P.A.

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Division of Incorporations

P.O. Box 6327

Tallahassee, Florida 32314

6/5/2001

RE: 1+1 Consulting, Inc.

People:

Enclosed are the following documents to be filed with your office:

1. Articles of Incorporation - Two Originals;
2. Forms for acceptance as Registered Agent - Two Originals;
3. Check payable to the Secretary of State for \$70.00;

Please return the stamped articles and registered agent form to my office at the address listed above.  
Certified copies of the Articles are **not** required. Thank-you for your assistance.

Very truly yours,

*Ray Skelton*

Ray Skelton, CPA  
Attorney at Law

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-06/11/01--01095--005  
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TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

1+1 CONSULTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

1+1 CONSULTING, INC.

The address of the principal office of this corporation shall be 5459 N.W. 90<sup>TH</sup> Terrace, Sunrise, Florida 33351, and the mailing address of the corporation shall be P.O. Box 26685, Tamarac, Florida 33320.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 5459 N.W. 90<sup>th</sup> Terrace, Sunrise, Florida 33351 and the name of the initial registered agent of the corporation at that address is Nicolas Patalano.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of the shareholders. The business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

ARTICLE VII. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Shareholders, and any right conferred upon the shareholders is subject to this amendment.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator as well as the initial shareholders that the corporation's common stock will qualify as 'small business stock' under Internal Revenue Code §1244, as amended from time to time, and that the shareholders shall take all actions necessary to obtain and maintain the corporation's status as an S corporation under §§1261 & 1262 of the Internal Revenue Code, as amended from time to time.

ARTICLE X. INCORPORATOR

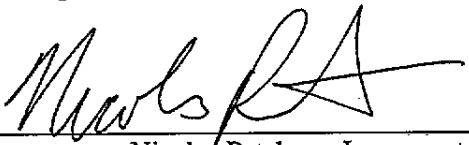
The name and street address of the incorporator to these Articles of Incorporation is:

Nicolas Patalano

5459 N.W. 90<sup>th</sup> Terrace

Sunrise, Florida 33351

The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of June, 2001.

  
\_\_\_\_\_  
Nicolas Patalano, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, NICOLAS PATALANO,

the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

1+1 CONSULTING, INC.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: NICOLAS PATALANO

Nicolas Patalano  
Registered Agent

5459 NW 90<sup>th</sup> Terrace Sunrise FL, 33351

Address

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