TRANSMITTAL LETTER

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

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D. BROWN JUN 1 5 2001

| SUBJECT: | ERC Consultant | | 0 | | |
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| | (PROPOSED CORPORA | TE NAME – <u>MUST INCL</u> | UDE SUFFIX | | |
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| Enclosed is an origin | al and one(1) copy of the articl | es of incorporation and a | a check for: | | |
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| \$70.00 | X \$78.75 | □ \$78.75 | □ \$87.50 5 | | |
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| | | | Status | | |
| ADDITIONAL COPY REQUIRED | | | | | |
| | | | | | |
| FROM: Emanuele Cardaci | | | | | |
| FROM: <u>Emanuel e Cardaci</u> Name (Printed or typed) | | | | | |
| | | | | | |
| 2851 S. Ocean Blud. #SA Address | | | | | |
| Address | | | | | |
| | | | | | |
| Baca Ration FL 33452 | | | | | |
| Boca Roton FL 33452 City, State & Zip | | | | | |
| | | | | | |
| 561-654-8923 | | | | | |
| | Daytime T | elephone number | | | |

NOTE: Please provide the original and one copy of the articles.

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| EFFECTIVE DATE | - |
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ARTICLES OF INCORPORATION

ERC CONSULTANTS INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is ERC CONSULTANTS INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Emanuele R. Cardaci-P 2851 S. Ocean Boulevard Apartment 5A Boca Raton, Florida 33432

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be: 2851 S. Ocean Bocievard Apartment 5A Boca Raton, Florida 33432

Article III Spection date : The effection date for this corporation is June 6, 2001.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch 90 State Street Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of November, 1998.

VRENCE A. KIRSCH

STATE OF NEW YORK) COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 13th day of November. 1998 by the incorporator of ERC CONSULTANTS INC.

ndron Notary Public.

My Commission Expires:

WENDY J. HENDERSON Notary Public, State of New York No. 01HE5031008 Qualified in Albany County Commission Expires July 25, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes. the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent. In the State of Florida.

- 1. The name of the corporation is: <u>ERC CONSULTANTS</u>, INC.
- 2. The name and address of the registered agent and office is:

| Emanuele R. Cardaci |
|----------------------------|
| 2851 #5A 5. Ocean Blud. |
| (P. O. BOX NOT ACCEPTABLE) |
| BOCH RATION, FL 33432 |
| (CITY/STATE/ZIP) |
| SIGNATURE Jac lance |
| (Corporate Officer) |
| TITLE PRES |
| DATE 11/12/98 |
| |

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Su (Registered Agent) DATE _____ 4/12/98

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SECRETARY OF STATE