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schwartz  
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Attorneys at Law

Steven G. Schwartz, Esq.  
*Admitted in Florida  
Maryland and Virginia*

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*Admitted in Florida  
and Maryland*

Legal Assistants:  
Jennifer M. Re  
Allison L. McGloin

June 26, 2001

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

60000449386--8  
-06/28/01--01032--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Articles of Incorporation for: MRS CONSULTING CORP.**

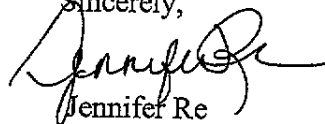
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced entity along with our firm's check in the amount of \$78.75 to cover your filing fees and one Certified Copy of the Articles.

Also, enclosed is a self-addressed, postage-paid envelope for return of the certified, filed document.

Please contact me at (561) 395-4747 if you have any questions or comments.  
Thank you in advance for your assistance.

Sincerely,

  
Jennifer Re

Jennifer Re GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art. I  
DATE 07-3-01  
DOC. EXAM WC

JMR/ph

FILED  
01 JUN 28 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3301 N. W. Boca Raton Blvd., Suite 200, Boca Raton, FL 33431 Ph: (561) 395-4747 Fax: (561) 367-1550  
sgs@sandhlawfirm.com

7-3-01  
WC

**ARTICLES OF INCORPORATION  
FOR**

MRS CONSULTING CORP.

The undersigned, for the purpose of forming a Florida professional corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this professional corporation shall be:

MRS CONSULTING CORP.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this professional corporation is:

7015 Bera Casa Way  
Suite 104  
Boca Raton, Florida 33433

**ARTICLE III - NATURE OF BUSINESS**

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

**ARTICLE IV - SHARES**

The number of shares of stock that this professional corporation is authorized to have outstanding at one time is:

100 Shares of Common Stock.

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01 JUN 28 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V – INITIAL DIRECTORS**

All corporate powers shall be executed by or under the authority of, and the business and affairs of the professional corporation shall be managed by, the Board of Directors. This professional corporation shall have three (3) directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ron Ranieri  
7015 Bera Casa Way  
Suite 104  
Boca Raton, Florida 33433

Michelle Beck  
7015 Bera Casa Way  
Suite 104  
Boca Raton, Florida 33433

Sharon E. Gardner  
728 Coventry Street  
Boca Raton, Florida 33487

#### **ARTICLE VI – OFFICERS**

This professional corporation shall have three (3) officers, initially. The names and positions of the initial officers are:

Ron Ranieri  
PRESIDENT

Sharon E. Gardner  
VICE PRESIDENT

Michelle Beck  
SECRETARY/TREASURER

**ARTICLE VII – REGISTERED AGENT**

The name and Florida street address of the registered agent is:

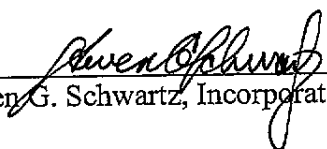
Steven G. Schwartz, Esquire  
Schwartz & Horwitz, P.A.  
3301 N.W. Boca Raton Boulevard  
Suite 200  
Boca Raton, Florida 33431

**ARTICLE VIII – INCORPORATOR**


The name and address of the incorporator is:

Steven G. Schwartz, Esquire  
Schwartz & Horwitz, P.A.  
3301 N.W. Boca Raton Boulevard  
Suite 200  
Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation this 22 day  
of June, 2001.

  
\_\_\_\_\_  
Steven G. Schwartz, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the  
professional corporation, <sup>MRS CONSULTING CORP.</sup> , organized under the laws of the State of Florida,  
submits the following statement in designating the registered agent/registered office, in  
the State of Florida.

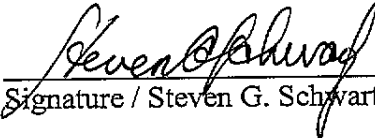
The name and address of the registered agent/registered office is:

Steven G. Schwartz, Esquire  
Schwartz & Horwitz, P.A.  
3301 N.W. Boca Raton Boulevard, Suite 200  
Boca Raton, Florida 33431

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01 JUN 28 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process  
for the above stated professional corporation at the place designated in this certificate, I  
hereby accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and accept the obligations of  
my position as registered agent.

Dated: June 22, 2001.

  
\_\_\_\_\_  
Signature / Steven G. Schwartz, Registered Agent