

Gary M. Crist
Attorney

July 9, 2001

PO1000069575

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

Re: WAYNE BRANTHWAITE CONSULTING, INC.

Dear Sir or Madame:

Enclosed herewith are an original and copy of the Articles of Incorporation of the referenced entity and acceptance of appointment of the registered agent thereof.

Also enclosed is the applicable fee of \$78.75 to register the said corporation with the Division.

Please return a certified copy of the Articles indicating their filing to the following address:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

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

Your assistance in this matter is most appreciated.

Sincerely yours,

Gary M. Crist

c: W. Branthwaite

FILED
01 JUL 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 16 2001

ARTICLES OF INCORPORATION
OF
WAYNE BRANTHWAITE CONSULTING, INC.

FILED
01 JUL 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Wayne Branthwaite Consulting, Inc.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1000 shares of common stock.

ARTICLE IV

Principal Address

The principal address of the corporation is the following:

Wayne Branthwaite Consulting, Inc.
516 E. Tall Oaks Drive
Palm Beach Gardens, FL 33410

ARTICLE V

Registered Agent

The registered agent for the corporation is Gary M. Crist, whose address is the following:

Gary M. Crist
1150 South U.S. Highway One
Suite 401
Jupiter, FL 33477

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is :

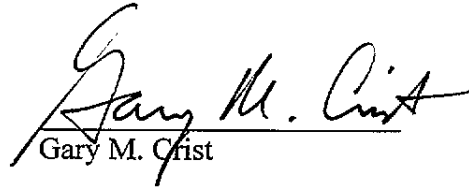
Gary M. Crist
1150 South U.S. Highway One
Suite 401
Jupiter, FL 33477

ARTICLE VII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and assigns of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation as of the 9th day of July, 2001.


Gary M. Crist

FILED


01 JUL 12 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for Wayne Branthwaite Consulting, Inc., a Florida corporation, and agrees to perform any and all duties appurtenant to said appointment.

Dated as of the 9th day of July, 2001.



Gary M. Crist
1150 South U.S. Highway One
Suite 401
Jupiter, FL 33477