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FLORIDA PROFIT CORPORATION OR P.A.

SPARROW CONSULTING GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 <i>(B)</i>
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2001

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SUBJECT: SPARROW CONSULTING GROUP, INC.
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
SPARROW CONSULTING GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is SPARROW CONSULTING GROUP, INC.

ARTICLE II - ADDRESS

The mailing address of this corporation is 3321 NE 18th Street, Ft. Lauderdale, Fla. 33305

ARTICLE III - AUTHORIZED SHARES

This Corporation is authorized to issue 100,000 shares of capital stock.

ARTICLE IV - CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

ARTICLE V - SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issued in series.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Mark A. Marder. The street address of the initial registered office of this Corporation is Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

Mark A. Marder, Esquire
Penthouse Five, 9400 Dadeland Towers
9400 South Dadeland Boulevard
Miami, Florida 33156
F.B.N.: 248835

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ARTICLE VIII - INITIAL DIRECTORS

The initial Board of Directors shall consist of one director; namely, Tracy M. Habecker, of 3321 NE 18th Street, Ft. Lauderdale, Fla. 33305.

ARTICLE IX - INITIAL OFFICERS

Tracy M. Habecker, whose address is 3321 NE 18th Street, Ft. Lauderdale, Fla. 33305, shall be the initial President.

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is Mark A. Marder, Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of July, 2001.


MARK A. MARDER

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of July, 2001.

My commission expires:



Brandi Hilton
Commission #DD 021552
Expires April 30, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC, State of Florida
At Large

Articles of Incorporation
Sparrow Consulting Group, Inc.
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ACCEPTANCE OF REGISTERED AGENT

I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.



MARK A. MARDER

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