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CHARLES M. PIGOTT

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Of counsel
Brant and Baldwin
Lake Park, Florida 33403

September 6, 2001

Via Federal Express
Return Federal Express Enclosed

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-09/07/01-01088-008
*****78.75 *****78.75

Re: Karen Clark Consulting, Inc. / Articles of Incorporation

Dear Sir/Madam:

Enclosed please find original and duplicate copy of proposed Articles of Incorporation for the above, together with check payable to your order in the sum of \$78.75 for the filing fee, certified copy and Registered Agent designation.

I would appreciate your certifying the duplicate copy of Articles of Incorporation and returning it to my office in the enclosed Federal Express return envelope.

If there are any problems as to the name or otherwise, please call. Thank you for your attention in this matter.

Sincerely,



Charles M. Pigott
CMP/jap
Enclosures:

Original & one copy for certifying
check
Federal Express return envelope

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01 SEP -7 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

to Daw
9/11/01

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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

KAREN CLARK CONSULTING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporations shall be:

KAREN CLARK CONSULTING, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

(a) **Consulting work.**

(b) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, lease, sell, or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the

corporation.

(c) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and descriptions, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, copyrights, trademarks and licenses in the State of Florida and all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation in the State of Florida, or any other state or government, and

while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00.

ARTICLE IV.

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) dollars, which sum shall be paid to the corporation.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The street address of the principal place of the corporation in the State of Florida is: **12262 185th Street North, Jupiter, Florida 33478**

The street address of the registered office of the corporation in the State of Florida is 12262 185th Street North, Jupiter, Florida 33478 and the registered agent is designated as: Karen E. Clark, of the same address.

ARTICLE VII.

The business of the corporation shall be managed by the stockholders.

ARTICLE VIII.

The following is the name and address of the subscriber of these Articles of Incorporation who agrees to purchase fifty (50) shares of stock authorized for the sum of five hundred (\$500.00) dollars.

Name

Address

Karen E. Clark

12262 185th Street North
Jupiter, Florida 33478

ARTICLE IX.

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X.

The undersigned hereby appoints Karen E. Clark, whose business address is 12262 185th Street North, Jupiter, Florida 33478, as registered agent of Karen Clark Consulting, Inc.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this the 5th day of September, ~~1994~~ 2001.

Karen Elaine Clark

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day personally appeared before the undersigned notary public duly authorized to administer oaths and take acknowledgments, Karen E. Clark, who first being duly sworn by me did depose and say that she is the individual described in the foregoing Certificate of Incorporation of Karen Clark Consulting, Inc. and ~~he~~/she acknowledged before me that he/she signed and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal at Lake Park, County of Palm Beach, State of Florida, this the 5th day of September, ~~1999~~ 2001.



Charles M. Pigott
MY COMMISSION # CC700051 EXPIRES
March 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

c. By...
Notary Public
Print Name: _____
My Commission Expires: _____

ACCEPTANCE

The undersigned, Karen E. Clark, hereby accepts the appointment as registered agent of Karen Clark Consulting, Inc.

Karen Elaine Clark

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SECRETARY OF STATE
TALLAHASSEE FLORIDA