

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW

3109 45TH STREET, SUITE 100  
WEST PALM BEACH, FLORIDA 33407

MARK M. GRIECO

D.J. "JACK" SCALERA, III

TELEPHONE (561) 687-0748  
FACSIMILE (561) 687-8010

PO1000089644

TRANSMITTAL LETTER

August 31, 2001

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

000004575320--9  
-09/07/01--01077--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: Tampa Bay Capital Consulting, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



Mark M. Grieco

enclosures

FILED  
01 SEP -7 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5000  
9/12/01

**ARTICLES OF INCORPORATION**  
**OF**  
**TAMPA BAY CAPITAL CONSULTING, INC.**

**FILED**

01 SEP -7 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE I: NAME**

The name of the corporation shall be TAMPA BAY CAPITAL CONSULTING, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3508 Harken Circle, Tampa, Florida 33607.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is Mark M. Grieco, Esq. and the address is 3109 45th Street, Suite 100, West Palm Beach, FL 33407.

**ARTICLE V     INCORPORATOR**

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

Vince Van Gogh     3508 Harken Circle  
Tampa, Florida 33607

**ARTICLE VI     INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE VII     INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

Vince Van Gogh     3508 Harken Circle  
Tampa, Florida 33607.

**ARTICLE VIII     BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 17 day of August, 2001.



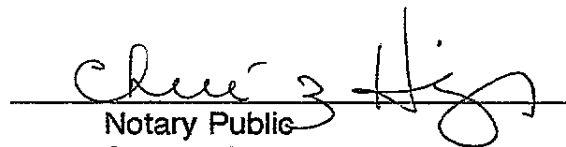
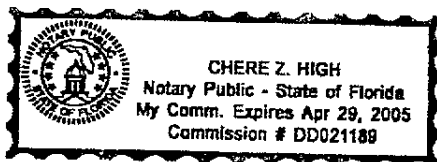
Signature/Title

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF PALM BEACH )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Vincent Vladimer VAN Gogh known to me via identification from his FL. DL. V 522 878 66214-0 and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 17 day of August, 2001.

(NOTARY SEAL)




Notary Public  
State of Florida  
My Commission Expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

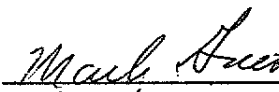
Pursuant to the provisions of Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: TAMPA BAY CAPITAL CONSULTING, INC.
2. The name and address of the registered agent and office is:

Mark M. Grieco, Esq.  
3109 45th Street  
West Palm Beach, FL 33407

Signature   
Title: 8-17-01  
Date: PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Signature   
Date: 8/28/01

01 SEP -7 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED