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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : CAPITAL CONNECTION, INC.

Account Number : I20000000257

Phone : (850) 224-8870

Fax Number : (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

Matherly Consulting, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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S. McKnight OCT 18 2001

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**ARTICLES OF INCORPORATION
OF MATHERLY CONSULTING, INC.
A CORPORATION**

The undersigned, all of whom are duly licensed to Matherly Consulting, Inc. in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be Matherly Consulting, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.02 The location and address of the Corporation's initial (principal) office in Florida is 8012 N. Lynn Ave., Tampa, FL 33604, Hillsborough County. The initial registered agent is Alison W. Matherly located at the above address.

ARTICLE THREE

PURPOSE

- 3.01 The purpose for which the Corporation is organized shall be to engage in the business of consulting services within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

- 5.01 The names and post office addresses of the incorporators are:

Name
Alison W. Matherly

Address
8012 N. Lynn Ave.
Tampa, Florida 33604

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ARTICLE SIX**DIRECTORS**

6.01 The Board of Directors shall consist of one member:

Name: Alison W. Matherly
8012 N. Lynn Ave.
Tampa, FL 33604

ARTICLE SEVEN**CAPITAL STOCK**

7.01 The number of shares of stock that the corporation is authorized to have outstanding is 100 all of which shall be common shares with par value of ten dollars (\$10.00)

ARTICLE EIGHT**STATED CAPITAL**

8.01 The amount of capital with which the corporation shall begin business is one thousand dollars (\$1,000.00).

ARTICLE NINE**AMENDMENT OF ARTICLES**

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder

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CAPITAL CONNECTION

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IN WITNESS WHEREOF, we have signed these Articles of Incorporation on
10/18/01.

Alison W. Matherly
Alison W. Matherly

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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Matherly Consulting, Inc.
2. The name and address of the registered agent is:

Alison W. Matherly
8012 N. Lynn Ave.
Tampa, FL 33604

Signed:

Alison W. Matherly
Alison W. Matherly
REGISTERED AGENT
October 11, 2001

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: Alison W. Matherly
DATE: October 11, 2001

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TALLAHASSEE, FLORIDA

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