

PO2000011433

4326 35th Avenue
Vero Beach, FL 32967
(561) 563-2682 - Phone
(561) 563-2210 - Fax

Minority Consulting Group, Incorporated

December 28, 2001

200004720122--1
-12/12/01--01026--011
*****78.75 *****78.75

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


FILED
02 JAN 31 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Resubmission of Articles of Incorporation

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation and a receipt for \$78.75, which was submitted with our original request to incorporate.

Sincerely,


Jacqueline I. Reason
4326 35th Avenue
Vero Beach, FL 32967
(561) 563-2682 - Home/Office
(561) 563-2210 - Fax

W01-28451
KSP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2002

JAQUELINE I REASON
4326 35TH AVE
VERO BEACH, FL 32967

SUBJECT: MINORITY CONSULTING GROUP, INC.
Ref. Number: W01000028451

We have received your document for MINORITY CONSULTING GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please list only one registered agent

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 402A00001397

ARTICLES OF INCORPORATION
for
MAJESTIC CONSULTING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a CORPORATION organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation is Majestic Consulting Group, Incorporated.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The mailing address of this Corporation's initial principal office is:

4326 35th Avenue
Vero Beach, FL 32967

ARTICLE III - SHARES

The total number of shares that the corporation shall have authority to issue is 500 shares of \$1.00 par value stock.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Julius A. Reason, Jr.
Majestic Consulting Group, Inc.
4326 35th Avenue
Indian River County
Vero Beach, FL 32967

ARTICLE V - PURPOSE

The purpose of this corporation is to provide various types of management and/or consulting services on behalf of governmental agencies and private industry.

ARTICLE VI - DIRECTORS/OFFICERS

The names and residence addresses of the persons constituting the initial board of directors are:

Julius A. Reason, Jr., President
4326 35th Avenue
Vero Beach, FL 32967

Jacqueline I. Reason, Acting Secretary
4326 35th Avenue
Vero Beach, FL 32967

Carmen Fields, Acting CEO
2842D Stoneway Lane
Ft. Pierce, FL 34982

Mazella Smith, Acting Treasurer
1711 N. Dovetail Drive
Ft. Pierce, FL 34982

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

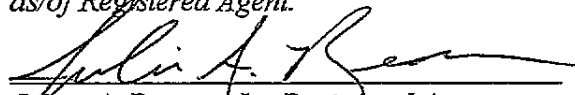
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII - OTHER PROVISIONS

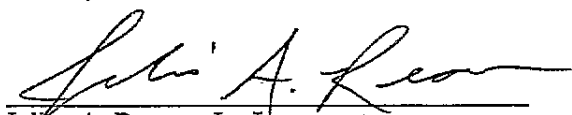
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or CEO and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or CEO. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any two officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as/of Registered Agent.


Julius A. Reason, Jr., Registered Agent

1/25/02
Date


Julius A. Reason, Jr., Incorporator
4326 35th Avenue
Vero Beach, FL 32967

1/25/02
Date