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April 10, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
02 APR 15 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: ORION CONSULTING GROUP, INC.

Dear Sir or Madam,

Enclosed is the original of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed a check in the amount of \$78.75, representing payment of the following:

Filing fee	\$ 35.00
Registered agent designation	\$ 35.00
Certificate of Status	\$ 8.75

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-04/15/02--01062--004  
\*\*\*\*236.25 \*\*\*\*78.75

Please file the enclosed Articles of Incorporation and return verification of incorporation to the undersigned. I wish to thank you in advance for your courtesies in this matter.

Sincerely,

Michael L. Dale, Esq.

MLD:dj  
Enclosures  
xc: Ms. Karen Denise Nearing

D. WHITE APR 22 2002

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

**FILED**  
**02 APR 15 AM 11:20**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the "Florida Business Corporation Act" of the laws of the State of Florida.

**ARTICLE I**

Corporate Name and Principal Office

The name of this corporation is ORION CONSULTING GROUP, INC., with its principal office located at 5 Lantana Lane, Stuart, Florida. 34996

**ARTICLE II**

Nature of Business and Powers

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III**

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock of ONE XX/100 (\$1.00) DOLLAR par value.

**ARTICLE IV**

Term of Existence

This Corporation shall commence its corporate existence upon the filing of these articles and shall exist perpetually thereafter or until it is dissolved according to law.

**ARTICLE V**

Registered Agent and Initial Registered Office

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MICHAEL L. DALE  
416 SE Poma Way  
Stuart, FL 34994

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI

##### Incorporator

The name and address of the person or persons signing these Articles of Incorporation as the Incorporator is:

KAREN DENISE NEARING  
5 Lantana Lane  
Stuart, FL 34996

#### ARTICLE VII

##### Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

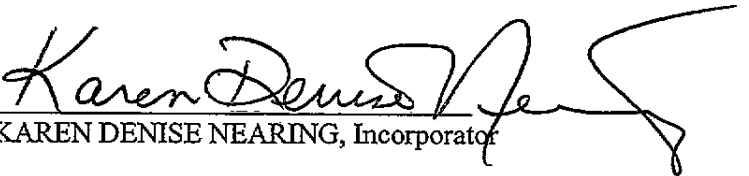
#### ARTICLE VIII

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholder's meeting by at least a majority of the stock entitled to vote, 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.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2002.

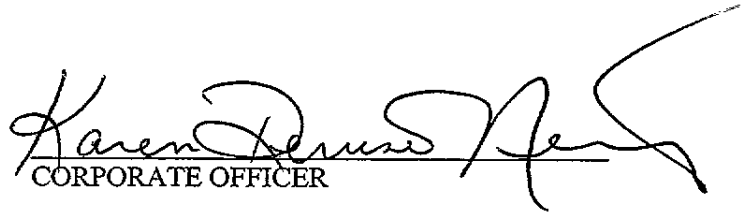
  
KAREN DENISE NEARING, Incorporator

**CERTIFICATE OF DESIGNATING PLACE OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That ORION CONSULTING GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Stuart, State of Florida, has named Michael L. Dale located at 416 SE Poma Way, City of Stuart, State of Florida, 34994 as its agent to accept service of process within Florida.

  
CORPORATE OFFICER

TITLE: President

DATE: 2/5/02

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
REGISTERED AGENT

DATE: 2/7/02

FILED  
02 APR 15 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA